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COMPREHENSIVE HEALTH CARE ASSOCIATES

1266 1ST STREET, SUITE 8

SARASOTA, FLORIDA 34236

March 5, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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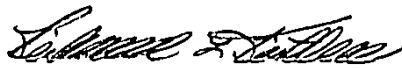
Re: Casa Celeste, Inc.

Dear Sir/Madam:

The purpose of this letter is to inform you that all of the managers and members of Casa Celeste, L.C., a Florida limited liability company, consent to the incorporation of an affiliated entity by the name of Casa Celeste, Inc. All of the members of the limited liability company shall be shareholders of the newly formed corporation. The two entities are affiliated and your cooperation in facilitating the incorporation of Casa Celeste, Inc. is appreciated.

Sincerely yours,

Casa Celeste, L.C.



By: Richard L. Kistler, Manager

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

CASA CELESTE, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I

NAME

The name of the corporation shall be CASA CELESTE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be:

1266 First Street, Suite 8  
Sarasota, Florida 34236

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares, all of which shall be common stock with a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Richard Kistler  
1266 First Street, Suite 8  
Sarasota, Florida 34236

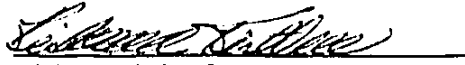
ARTICLE V

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Richard Kistler  
1266 First Street, Suite 8  
Sarasota, Florida 34236

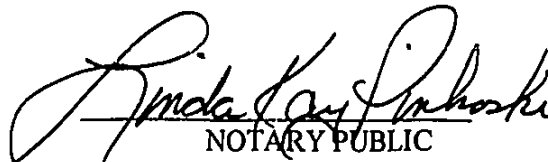
The undersigned Incorporator has executed these Articles of Incorporation on  
March 10, 1997.

  
Richard Kistler, Incorporator

STATE OF FLORIDA                     )  
  ) ss.  
COUNTY OF SARASOTA

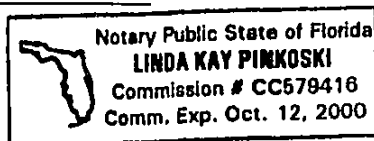
On this 10 day of March, 1997, before me personally appeared Richard Kistler, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
NOTARY PUBLIC

My Commission Expires:

[SEAL]



**CERTIFICATE OF DESIGNATION**  
**OF REGISTERED AGENT/REGISTERED OFFICE**  
**OF CASA CELESTE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAR 13 PM 3:56

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, Casa Celeste, Inc. (the "Corporation"), organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is Casa Celeste, Inc.
2. The name and address of the registered agent and registered office of the Corporation is:

Richard Kistler  
1266 First Street, Suite 8  
Sarasota, Florida 34236

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

MARCH 10, 1997  
Date

  
Richard Kistler