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Law Offices of

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April 25, 1997

VIA UPS

Florida Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

5  
100002157761--3  
-04/29/97--01029--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00  
Office Use Only

RE: MISSION VALLEY OF SOUTHWEST FLORIDA, INC.

Dear Sir/Madam:

I have enclosed for your review and filing the original and two (2) copies of the Articles of Incorporation for MISSION VALLEY OF SOUTHWEST FLORIDA, INC., and a check in the amount of \$70.00 payable to The Florida Department of State for the following:

Filing Fee for Articles of  
Incorporation, F.S. \$35.00

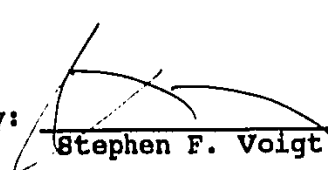
Filing Fee for Resident Agent  
F.S. \$35.00

TOTAL: \$ 70.00

Please return a certified copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

By:   
Stephen F. Voigt, Esq.

SFV/mss  
Enclosures

MAY 1 - 1997

ARTICLES OF INCORPORATION  
OF  
MISSION VALLEY OF SOUTHWEST FLORIDA, INC.

FILED  
97 APR 28 AM 8:30  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MISSION VALLEY OF SOUTHWEST FLORIDA, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 421 S. TAMiami TRAIL, VENICE, FLORIDA 34292.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered office of this corporation is STEPHEN F. VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation

ARTICLE VIII - INCORPORATOR

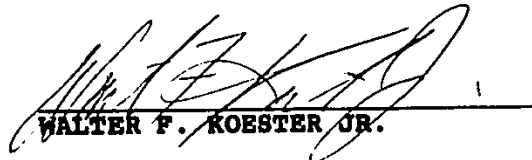
The name and address of the person signing these Articles is:

WALTER F. KOESTER JR.  
6482 AMBROSIA DR. #5115  
SAN DIEGO, CA 92124

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of April, 1997.

  
WALTER F. KOESTER JR.

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF SARASOTA   )

FILED  
97 APR 28 AM 8:30  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 25th day of April, 1997 by WALTER F. KOESTER JR., who is personally known to me or who has produced DRIVER'S LICENSE as identification and who did take an oath.

MY COMMISSION EXPIRES: 12-19-97

  
Notary Public

Barbara A. Cook  
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.