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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 136361 5801A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 16, 1999

ORDER TIME : 2:57 PM

ORDER NO. : 136361-005

CUSTOMER NO: 5801A

CUSTOMER: Mary Vlasak-snell, Esq
PAVESE GARNER HAVERFIELD
PAVESE GARNER HAVERFIELD

1833 Hendry Street
Fort Myers, FL 33901-3095

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DOMESTIC FILING

NAME: CYPRESS HEALTHCARE AND
RESOURCE MANAGEMNET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 AM 11:13

99 FEB 16 PM 3:00
2/17/99

**ARTICLES OF INCORPORATION
OF
CYPRESS HEALTHCARE AND
RESOURCE MANAGEMENT, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 AM 11:13

The undersigned, acting as incorporator of a corporation, together for the purpose of forming a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, and hereby set forth and declare:

CHARTER

Article I
Name

The name of the corporation shall be CYPRESS HEALTHCARE AND RESOURCE MANAGEMENT, INC.

Article II
Principal Office

The principal place for the transaction of the corporation business shall be 6731 Blake Pledger Court, in the City of North Fort Myers, County of Lee, in the State of Florida, 33917, and the mailing address shall be P. O. Box 3580, North Fort Myers, Florida 33918-3580. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article III
Purpose

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article IV
Term of Existence

The existence of the corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided by law.

Article V
Authorized Shares

The aggregate number of shares the corporation shall have authority to issue shall be 10,000 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the corporation shall not be divided into classes and the corporation is not authorized to issue shares in series.

Article VI
Board of Directors

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

Article VII
Officers

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice President, a Secretary and a Treasurer, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors.

The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Cheryl J. Brown 6731 Blake Pledger Court North Fort Myers, FL 33917	President/Director
John Levitre 2771 Teal Court St. James City, FL 33956	Vice President/Director
David O'Brien 16501 Briarcliff Lane Fort Myers, FL 33912	Treasurer/Director
Kevin Jones 15342 Briar Ridge Circle Fort Myers, FL 33912	Secretary/Director

Article VIII Incorporator and Subscribers

The names and addresses of the incorporator of this corporation is as follows:

Cheryl J. Brown
6731 Blake Pledger Court
North Fort Myers, FL 33917

Article IX Indebtedness

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article X
Registered Office and Agent

The street address of the initial registered office of this corporation is 6731 Blake Pledger Court, North Fort Myers, Florida 33917, and the name of the initial registered agent of this corporation at that address is CHERYL J. BROWN.

Article XI
Transfer Restrictions

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy of Which Is On File At This Corporation's Principal Office."

"The Shares Represented By This Certificate Have Been Issued In Reliance Upon Exemptions From The Registrations Provisions Of Federal And State Securities Laws (United States Securities Act of 1933 And The Florida Securities Act). Therefore, The Transferability Of This Certificate Is Restricted Until It Is Determined By The Corporation Than Any Proposed Transfer Will Not Adversely Affect The Exemptions Relied Upon."

Article XII
Preemptive Rights

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII
Bylaws

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV
Notice

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV
Indemnification


Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XVI
Related Transactions

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder,

officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

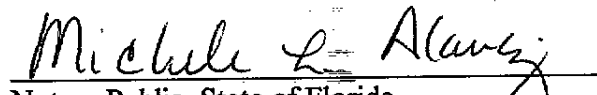
IN WITNESS WHEREOF, I, CHERYL J. BROWN, the undersigned being the incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 10th day of February, 1999.

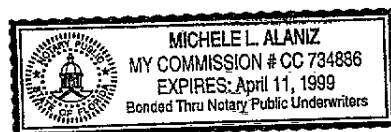

CHERYL J. BROWN

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared CHERYL J. BROWN, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 10th day of February, 1999.


Notary Public, State of Florida.
My Commission number is:
My Commission expires:

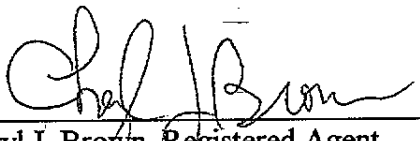


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That CYPRESS HEALTHCARE AND RESOURCE MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of N.Ft. Myers, County of Lee, State of Florida, has named CHERYL J. BROWN, located at 6731 Blake Pledger Court, City of North Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Cheryl J. Brown, Registered Agent

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