

WYATT, TARRANT & COMBS

1500 NASHVILLE CITY CENTER

511 UNION STREET

NASHVILLE, TENNESSEE 37219-1750

615 244-0020

FAX: 615 256-1726

CITIZENS PLAZA
LOUISVILLE, KY 40202-2898
502 583-5235

1700 LEXINGTON FINANCIAL CENTER
LEXINGTON, KY 40507-1746
606 233-2012

TAYLOR-SCOTT BUILDING
FRANKFORT, KY 40601-1807
502 223-2104

ELSBY BUILDING
NEW ALBANY, IN 47150-3440
317 945-3561

29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4322
615 255-6161

313 E. MAIN STREET, SUITE 1
HENDERSONVILLE, TN 37075-2546
615 822-8822

6075 POPLAR AVENUE, SUITE 650
MEMPHIS, TN 38119-4721
901 537-1000

10368 WALLACE ALLEY STREET, SUITE 6
KINGSPORT, TN 37663-3827
423 279-1825

P990000023371

WRITERS DIRECT DIAL NUMBER

615 251-6765

March 5, 1999

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03/08/99-01096-017

122.50 **78.75

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for Renaitre, Inc.

Gentlemen:

I enclose for filing Articles of Incorporation for the above-named corporation. Also enclosed is a check for \$122.50 representing the filing fees and the fees for return of a certified copy of the above Articles, as filed.


If you have any questions concerning the enclosed, please don't hesitate to call.

Very truly yours,


Vitauts M. Gulbis

cc: Dan Jackson

FILED
99 MAR -8 AM 9:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAR 15 1999
MAR 12 1999


**ARTICLES OF INCORPORATION
OF
RENAITRE, INC.**

FILED
99 MAR -8 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of **RENAITRE, INC.** (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is:

RENAITRE, INC.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be ONE HUNDRED THOUSAND (100,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V
Principal Office

The address of the Principal Office of the Corporation is 400 5th Avenue South, Suite 205, Naples, Florida 34102. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is 400 5th Avenue South, Suite 205, Naples, Florida 34102.

ARTICLE VII
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 400 5th Avenue South, Suite 205, Naples, Florida 34102, and the initial Registered Agent at such address is Mary Susan Clinton.

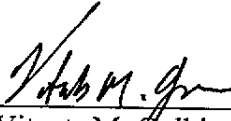
ARTICLE VIII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is One (1). The number of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but in no event shall the number of Directors be less than one (1). The name of the person who are to serve as the initial Director and until successor Director(s) are elected and shall qualify is Mary Susan Clinton and her address is 400 5th Avenue South, Suite 205, Naples, Florida 34102.

ARTICLE IX
Incorporator

The name and address of the sole incorporator of the Corporation is: Vitauts M. Gulbis, Wyatt, Tarrant & Combs, 511 Union Street, Suite 1500, Nashville, Tennessee 37219.

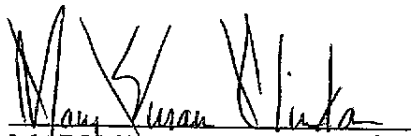
IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 26th day of February, 1999.


Vitauts M. Gulbis,
Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the corporation.

DATED, this 26th day of February, 1999.


MARY SUSAN CLINTON

FILED
99 MAR -8 AM 9:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA