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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

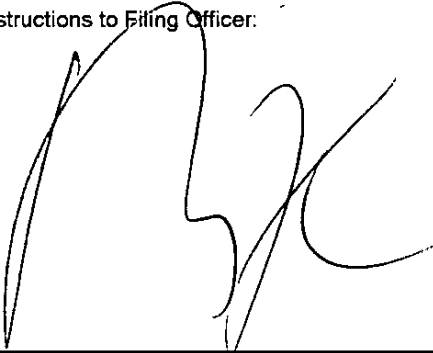
PICK-UP WAIT MAIL

(Business Entity Name)

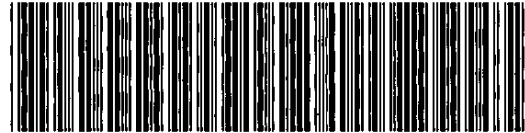
(Document Number)

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DEPARTMENT OF STATE
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2006 DEC -5 PM 12:46
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 636168 4337594

AUTHORIZATION :

Lyndellena

COST LIMIT : \$ 105.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 1, 2006

ORDER TIME : 12:05 PM

ORDER NO. : 636168-015

CUSTOMER NO: 4337594

DOMESTIC FILING

NAME: REGENCY HOSPICE OF NORTHWEST
FLORIDA, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Regency Hospice of Northwest Florida, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Delaware
(Enter state, or if a non-U.S. entity, the name of the country)

on November 2, 2006
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

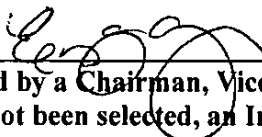
4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Regency Hospice of Northwest Florida, Inc.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 4th day of December, 2006.

Signature:  _____
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Emily C. Crosby Title: Incorporator

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Regency Hospice of Northwest Florida, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

2145 Highland Avenue, Suite 120
Birmingham, Alabama 35205

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The Corporation is organized for the purpose of transacting all lawful activities and business that may be conducted by a corporation under the laws of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

John E. Morris, Director and President, 2145 Highland Avenue, Suite 120, Birmingham, AL 35205
Alan C. Dahl, Director and Secretary, 5445 Triangle Parkway, Suite 260, Norcross, GA 30092

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301

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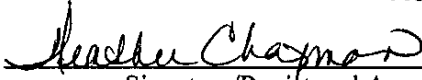
ARTICLE VII INCORPORATOR

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

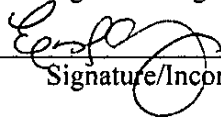
Emily C. Crosby, 600 Peachtree Street, Suite 2400, Atlanta, Georgia 30308

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

**Heather Chapman
as its agent**


Signature/Registered Agent

12/5/06
Date


Signature/Incorporator

12.4.2006
Date