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STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
95 OCT 17 1996

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Skylar Alabama Inc.
(Corporation Name) (Document #)
- _____
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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

Examiner's Initials M 95 OCT 17 1996

**ARTICLES OF INCORPORATION
OF
SKYLER ALABAMA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be SKYLER ALABAMA, INC. ("Corporation"). The Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and place of business and mailing address of this Corporation shall be: One Pensacola Plaza, 125 West Romana Street, Suite 400, Pensacola, Florida 32501.

**ARTICLE III
REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is 3 West Garden Street, Suite 700, Pensacola, Florida 32501, and the name of the initial registered agent of the Corporation at that address shall be James S. Campbell.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock, having a part value of \$1.00 per share. No shares without nominal or par value shall be issued.

**ARTICLE V
DIRECTORS**

This Corporation shall have seven directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the Corporation, but the number of directors of the Corporation shall not be less than one nor more than nine.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected are:

Scott J. Bell
125 W. Romana St., #400
Pensacola, FL 32501

Dana R. Foster
125 W. Romana St., #400
Pensacola, FL 32501

J. L. Holloway
2372 Highway 80 West
Jackson, MS 39204

Gerald St. Po'
1000 Litton Access Rd.
Pascagoula, MS 39567

John J. Tolan, Jr.
125 W. Romana St., #400
Pensacola, FL 32501

W. Edward Trehern
2957 Market Street
Pascagoula, MS 39567

Roy C. Williams
711 Delmas Avenue
Pascagoula, MS 39567

**ARTICLE VI
INCORPORATOR**

The name and street address of the incorporator and the person signing the Articles of Incorporation is:

James S. Campbell
Beggs & Lane
3 West Garden Street, Suite 700
Pensacola, Florida 32501

**ARTICLE VII
BUSINESS OF CORPORATION**

The general nature of the business to be transacted by this Corporation is, among other things, to engage in every aspect and phase of the business of operating, managing and owning nursing homes and related health care facilities and do all things in connection therewith that are customarily done under the laws of the State of Florida and to otherwise carry on any and all other

activities as may be permitted under applicable law, including without limitation, *Florida Statutes* Chapter 607, et al.

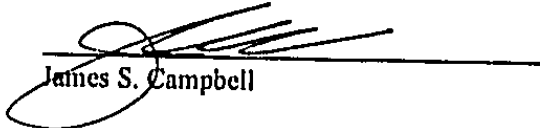
**ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice of the changes to be made. Such notice shall be given in accordance with the bylaws of the Corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ___ day of October, 1996.


James S. Campbell

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this ___ day of October, 1996, by James S. Campbell, on behalf of SKYLER ALABAMA, INC., a Florida corporation, who did/did not take oath and who:

___ is personally known to me;
___ produced a current Florida driver's license as identification; or
___ produced _____ as identification.

Notary Public

Print Name of Notary

My Commission Expires: _____

Commission Number: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In compliance with Section 48.091, *Florida Statutes*, the following is submitted: That SKYLER ALABAMA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at One Pensacola Plaza, 125 West Romana Street, Suite 400, Pensacola, Florida 32501, has named James S. Campbell, 3 West Garden Street, Suite 700, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

By: 
James S. Campbell, Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


James S. Campbell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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