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ACCOUNT NO. : 072100000032

REFERENCE : 479775 4323655

AUTHORIZATION : Patricia Knight

COST LIMIT : \$ 125.00

ORDER DATE : November 12, 1999

ORDER TIME : 11:47 AM

900003042869-3

ORDER NO. : 479775-015

CUSTOMER NO: 4323655

CUSTOMER: Jozette V. Chack-on, Esq
ANNIS MITCHELL COCKEY EDWARDS
ANNIS MITCHELL COCKEY EDWARDS
Post Office Box 3433

99-7753

Tampa, FL 33601

DOMESTIC FILING

NAME: OCOEE HEALTHCARE ADVISORS, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED RECEIVED
99 NOV 12 PM 12:59 NOV 12 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
OCOEE HEALTHCARE ADVISORS, LLC**

1. Name. The name of this limited liability company is OCOEE HEALTHCARE ADVISORS, LLC, a Florida limited liability company (the "Company").
2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles of Organization with the Florida Department of State.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing and street address of the Company's principal office is NHC Central Florida Regional Office, 4875 Cason Cove Drive, Orlando, Florida 32811.
5. Registered Agent and Office. The name of the initial registered agent of the Company is John H. Rains, III. The street address of the initial registered agent of the Company is 201 North Franklin Street, Suite 2200, Tampa, Florida 33602.
6. Management of the Company. The management of the Company is reserved to the members and shall be managed in accordance with the Operating Agreement adopted by all of the members.
7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization effective as of 11/11, 1999.

SOLE MEMBER:

NHC/OP, L.P., a Delaware limited partnership

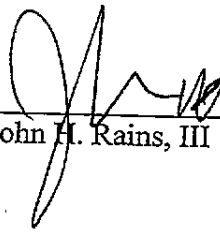
By: NHC/Delaware, Inc.,
a Delaware corporation,
Its General Partner

By: Richard F. LaRoche, Jr.
Richard F. LaRoche, Jr.
Vice President

FILED
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STATE
SECRETARY
TALLAHASSEE
FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, 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.


John H. Rains, III

Dated: 8 Nov., 1999

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TALLAHASSEE FLORIDA