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LAW OFFICES
OF
GOLDSMITH GROUT & LEWIS, P.A.

Karen L. Goldsmith
Jonathan S. Grout
Peter A. Lewis

July 23, 2001

FILED
01 JUL 24 AM 8:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Via UPS Next Day Air

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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*****87.50 *****87.50

Re: FHCA Quality Credentialing Foundation, Inc.

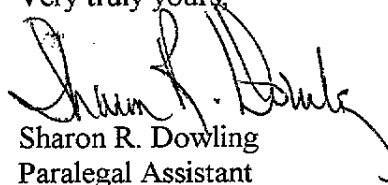
Dear Madam or Sir:

Enclosed are the original and two (2) copies of the Articles of Incorporation, along with our firm check in the amount of \$87.50 to cover your filing fee. Please also provide us with a certified copy of the Articles and a Certificate of Status.

I have enclosed a UPS Next Day Air envelope and a return shipping form, billing the return service to our account. It would be greatly appreciated if you would return the certified copy of the Articles and the Certificate of Status to us by overnight UPS.

Thank you for your assistance. Please call collect if you have any questions.

Very truly yours,


Sharon R. Dowling
Paralegal Assistant

Enclosures

Reply to:

2180 Park Avenue North, Suite 100
Post Office Box 2011
Winter Park, Florida 32790-2011
Voice (407) 740-0144
Facsimile (407) 740-8574

307 West Park Avenue
Post Office Box 1017
Tallahassee, Florida 32302-1017
Voice (850) 222-1745
Facsimile (850) 222-0708

T. Burch JUL 26 2001

ARTICLES OF INCORPORATION

OF

FHCA QUALITY CREDENTIALING FOUNDATION, INC.

The undersigned acting as Incorporator of a corporation not for profit under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of this corporation shall be FHCA QUALITY CREDENTIALING FOUNDATION, INC.

ARTICLE II
PERIOD

The period of its duration is perpetual.

ARTICLE III
PURPOSE

The purpose of this corporation shall be to engage in any activities permitted by law, including but not limited to improving the quality of long term care through credentialing, training and peer assistance.

ARTICLE V
INCORPORATOR

The name and address of the initial incorporator of this corporation is:

Karen L. Goldsmith, Esq.
2180 Park Avenue North
Suite 100
Winter Park, FL. 32789

ARTICLE VI
BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall have 12 members. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than 5. Directors need not be residents of the State of Florida.

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ARTICLE VII
REGISTERED AGENT

The registered agent for this corporation shall be:

Karen L. Goldsmith
2180 Park Avenue North
Suite 100
Winter Park, FL 32789

ARTICLE IX
STOCK

This corporation is not for profit and shall not have or issues shares of stock or pay dividends.

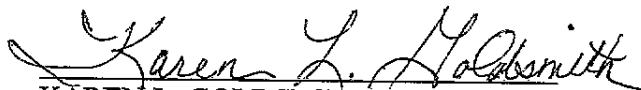
ARTICLE X
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:

307 W. Park Avenue
Tallahassee, FL 32301

ARTICLE XI
DISSOLUTION

Upon dissolution of the corporation, the Board of Directors, after making provision for the payment of all liabilities of the corporation, shall dispose of all assets of the corporation exclusively for the purposes and in the manner permitted by applicable Internal Revenue Code and Florida law.



KAREN L. GOLDSMITH
GOLDSMITH, GROUT & LEWIS, P.A.
Incorporator
2180 Park Avenue North
Suite 100
Winter Park, FL. 32789
(407) 740-0144

DATED: 7-22-01

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


KAREN L. GOLDSMITH

DATED: 7-23-01