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July 16, 1998

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

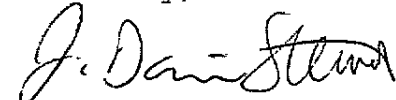
RE: South Central Nursing Homes of Orlando, Inc.

Enclosed is the Articles of Incorporation for the above-named non-profit corporation as well as check no. 2603 in the total amount of \$122.50 (\$70 filing fee and \$52.50 for a certified copy).

I have also enclosed a FedEx envelope addressed to me for your convenience.

Should you have any questions, please give me a call.

Sincerely,



J. Darin Stewart
Staff Attorney, Legal Services

JDS/eq

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

for

South Central Nursing Homes of Orlando, Inc.

The undersigned, a citizen of the U. S. A. acting as Incorporator, executes these Articles of Incorporation for the purpose of forming, and does hereby form, a not for profit corporation pursuant to the Florida Not For Profit Corporation Act, as amended, Chapter 617, Florida Statutes, in accordance with the following provisions:

ARTICLE I

Name/Address

The name of the Corporation is South Central Nursing Homes of Orlando, Inc. (the "Corporation"). Its principal office and mailing address is South Central Nursing Homes of Orlando, Inc., 500 Winderley Place, Suite 115, Maitland, Florida 32751.

ARTICLE II

Purposes/Restrictions

Section 2.1 Purposes. This is a not for profit corporation organized for general charitable purposes permitted for not for profit corporations that are organized under the Florida Not For Profit Corporation Act. Specifically, the Corporation is organized to own and operate nursing homes. The Corporation seeks to improve the quality, availability, and cost-effectiveness of health care services to the residents of the state of Florida. The Corporation may

engage in any and all lawful activities incidental to the foregoing purposes. The Corporation will also have all of the powers conferred upon not for profit corporations under the Florida Not For Profit Corporation Act.

Section 2.2 Restrictions. This Corporation is purely charitable, and none of its properties, real or personal, will benefit any Member, director, officer, or any private shareholder or individual but will ever be used for carrying into effect its general charitable purpose.

No part of the net earnings of the Corporation will inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding

provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, this Corporation will not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE III

Member

The Corporation shall have one member. The sole member of the Corporation shall be South Central Nursing Homes, Inc. a Kentucky not for profit corporation, or its successor ("Member").

The qualifications and voting rights of the Member will be as set forth in the Bylaws of the Corporation.

ARTICLE IV

Duration

The term of existence of the Corporation shall commence on the date of filing and shall thereafter continue on a perpetual basis.

ARTICLE V.

Initial Directors; Election of Directors

The Member will elect and appoint no fewer than three members of the Board of directors as set forth in the Bylaws for the Corporation. The names and addresses of the initial Board of Directors are as follows:

Henry J. Carubba:
1672 Sweetwater West Circle, Apopka, FL 32712

Tim Hoatson:
2127 S. Terrace Boulevard, Longwood, FL 32779

John Bullock:
1600 Sacramento Inn Way, Suite 116, Sacramento, CA 95815

William E. Jones:
1417 Valley Pine Circle, Apopka, FL 32712

Wallace O. Coe:
P. O. Box 6330, Deltona, FL 32728

ARTICLE VI

Registered Office and Resident Agent

The resident agent of the Corporation is J. Darin Stewart, Esquire. The street address of the registered office of the Corporation in the state of Florida is:

111 North Orlando Avenue
Winter Park, FL 32789-3675

ARTICLE VII

Dissolution

This Corporation is not organized, nor will it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits, or dividends to private individuals and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this Corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits and net income of this Corporation will ever inure to the benefit of any director, officer or member or to the benefit of any private shareholder or individual. The Board of Directors will adopt a resolution recommending that the Corporation will dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of Members entitled to vote thereon, which may be either an annual or a special meeting. A resolution to dissolve the Corporation will be adopted upon receiving at least two-thirds (2/3) of the votes of the Members at a meeting at which a quorum was present or represented by proxy.

ARTICLE VIII

Distribution of Assets

The Board of Directors will adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of Members entitled to vote thereon, which may be either an annual or a special meeting. Such plan of distribution will be adopted upon receiving at least two-thirds (2/3) of the votes which Members present at such meeting or

represented by proxy are entitled to cast. Upon dissolution or winding up of this Corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this Corporation, and after considering all restrictions, conditions, and limitation on such assets, will be distributed to a corporation organized and operated exclusively for religious and charitable purposes and that is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IX

Incorporator

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
J. Darin Stewart	111 N. Orlando Avenue Winter Park, FL 32789-3675

ARTICLE X

Bylaws

Section 11.1. Adoption of Bylaws. Bylaws will be adopted by the Board of Directors.

Section 11.2. Amendment of Bylaws. Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act, the bylaws of this Corporation may be made, altered, rescinded, added to or new bylaws may be adopted by following the procedure set forth in the bylaws.

ARTICLE XI

Dedication of Assets

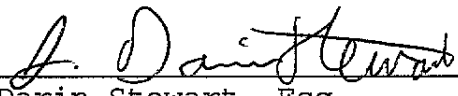
The property of this Corporation is permanently and irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this Corporation will ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation will be proposed by a resolution adopted by the Board of Directors. The proposed amendment will be presented to the Members and will be adopted upon receiving at least two thirds (2/3) of the votes which Members present at the meeting or represented by proxy are entitled to cast provided a quorum of Members (as defined in the bylaws) is present.

I, THE UNDERSIGNED, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed the Articles of Incorporation this 17th day of July, 1998.



J. Darin Stewart, Esq.
Incorporator
Adventist Health System Sunbelt
Healthcare Corporation, Inc.
111 North Orlando Avenue
Winter Park, FL 32789-3675

Acceptance by Registered Agent

Having been named to accept service of process as the registered agent for the corporation, at the place designated in this Article, the undersigned individual hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his/her duties.

Dated this 17th day of July, 1998.

By: J. Darin Stewart
J. Darin Stewart

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of July, 1998, by J. Darin Stewart, who is personally known to me and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of July, 1998.

Mary K. Taylor
Notary Public

My commission expires: 2-20-2002



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SECRETARY OF STATE
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