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**THE UNITED STATES
CORPORATION**
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE : 928198 4333556

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : August 14, 1998

ORDER TIME : 4:11 PM

ORDER NO. : 928198-005

CUSTOMER NO: 4333556

700002616887--5

CUSTOMER: Darcy J. Hamlin, Legal Asst.
EHMANN, VAN DENBERGH & TRAINOR

Suite 725
2 Penn Center
Philadelphia, PA 19102

DOMESTIC FILING

NAME: DADE COUNTY NURSING HOME
ASSOCIATION CORP.

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:

98 AUG 14 AM 9:20

98 AUG 14 PM 4:16

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8/17/98

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Dade County Nursing Home Association Corp.

Articles of Incorporation

Domestic Nonprofit Corporation

In compliance with the requirements of section 617.0202, Florida Statutes,
the undersigned, desiring to be incorporated as a nonprofit corporation in the State of Florida hereby
certifies that:

ARTICLE I

The name of the Corporation is: Dade County Nursing Home Association Corp.

ARTICLE II

The address of the principal office is: 1717 W. Avery Street, Pensacola, FL 32501

ARTICLE III

Subject to the provisions of Article V, the Corporation shall be organized to provide health care
services.

ARTICLE IV

The method of election of directors shall be stated in the Corporation's by-laws.

ARTICLE V

The Corporation shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any further law (hereinafter "Internal Revenue Code").

ARTICLE VI

The name and street address of its initial registered office and the name of its initial registered agent:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

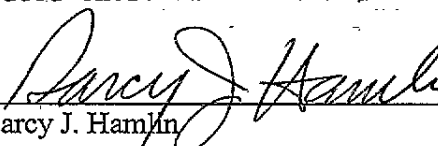
ARTICLE VII

The name and address of each incorporator is: Darcy Hamlin, Legal Assistant, Ehmann, Van Denbergh & Trainor, Suite 725, Two Penn Center, Philadelphia, PA 19102.

ARTICLE VIII

-----No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall 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 or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. Upon the dissolution of this Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the United States federal government, or to a state or local government, for a public purpose.

The undersigned incorporator has executed these Articles of Incorporation this 14th day of August, 1998.


Darcy J. Hamlin
Incorporator

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Judith S. Blancett
Its Agent, Judith S. Blancett

Authorized Service Representative
Corporation Service Company

HBD/tlo