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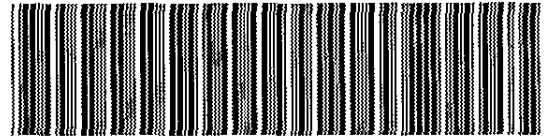
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RECEIVED
02 NOV -5 PM 2:01:02 NOV -5 PM 12:25
DIVISION OF REGISTRATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me ul:

R. BRUCE McKIBBEN

Requester's Name

1435 E. Piedmont Dr #214

Address

TALLAHASSEE FL 32308

City/State/Zip

Phone #

942-8585

Office Use Only

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

1. PalmWood Nursing Center Inc.

(Corporation Name)

(Document #)

2. The Woods of West Palm, Inc.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☒ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION FILED

OF

02 NOV -5 PM 12: 25

The Woods of West Palm, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of The Woods of West Palm, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

The Woods of West Palm, Inc.

ARTICLE II. ADDRESS

The initial mailing address of the corporation is:

16 Norcross Street
Suite 50-B
Roswell, GA 30075

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

1. The corporation is organized to engage in the operation of a skilled nursing facility and any other activities allowed by law.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation is R. Bruce McKibben, Jr. The street address of the initial registered office of the corporation is 1435 E. Piedmont Drive, Suite 214, Tallahassee, FL 32308.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Robert W. Hagan
16 Norcross Street
Suite 50-B
Roswell, GA 30075

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

R. Bruce McKibben, P.A.
1435 E. Piedmont Drive, Suite 214
Tallahassee, FL 32308

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

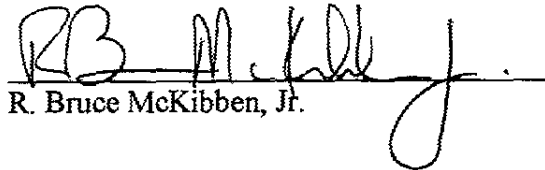
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 4th day of November, 2002.


R. Bruce McKibben, Jr.

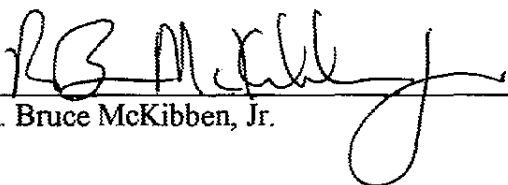
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That The Woods of West Palm, Inc., desiring to organize under the laws of the
State of Florida with its initial registered office, as indicated in the Articles of
Incorporation, at 16 Norcross Street, Suite 50-B, Roswell, GA 30075, has named R.
Bruce McKibben, Jr. as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above,
at the place designated in this certificate, I agree to act in that capacity, to comply with
the provisions of the Florida Business Corporation Act, and am familiar with and accept,
the obligations of that position.


R. Bruce McKibben, Jr.

FILED
02 NOV -5 PM 12: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA