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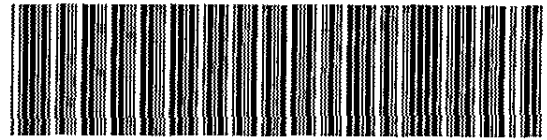
(Business Entity Name)

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LAW OFFICES

**FREEMAN
MAYNOR
&
JONES**

A Professional Limited Liability Company
Offices in West Palm Beach and Palm Beach Gardens

1400 Centrepark Boulevard
Suite 950
West Palm Beach, Florida 33401
Telephone (561) 471-4900
Facsimile (561) 471-4939
E-Mail dfreemanpa@att.net

Donald J. Freeman, P.A.*
J. Mark Maynor, P.A.**
Walter C. Jones, IV, P.A.*

*Board Certified Civil Trial Attorney
**Board Certified in Marital & Family Law

November 8, 2002

Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

Re: Whitehall Boca Skilled Nursing Home, Inc./General Corporate

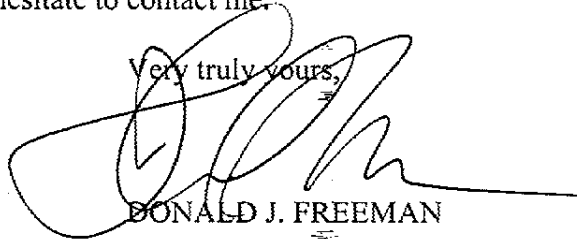
Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find a money order in the amount of \$122.50 representing payment of the following: \$35.00, filing fee; \$52.50, certified copy fee; \$35.00, registered agent designation.

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



DONALD J. FREEMAN

DJF/sdt
Encls.

ARTICLES OF INCORPORATION
OF
WHITEHALL BOCA SKILLED NURSING HOME, INC.

The undersigned subscribers being natural persons competent of contract hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name: The name of the corporation is **WHITEHALL BOCA SKILLED NURSING HOME, INC.**

ARTICLE II

Duration: This corporation shall exist perpetually.

ARTICLE III

Purpose: The purpose of this corporation is to have and exercise any and all powers necessary or convenient to effect its purpose and to otherwise engage in any lawful business permitted under the laws of the State of Florida.

ARTICLE IV

Capital Stock: This corporation is authorized to issue 10,000 shares of capital stock. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial registered office of the corporation is FREEMAN, MAYNOR & JONES, 1400 Centrepark Blvd, Suite 950, West Palm Beach, Florida 33401 and the registered agent is Donald J. Freeman.

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COURT
STATE OF FLORIDA

The street address of the principal office of the corporation is 7300 Del Prado South, Boca Raton, Florida 33433.

ARTICLE VI

Pre-Emptive Rights: Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII

Initial Board of Directors: This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of the corporation are as follows:

P. Steven Mulder	7300 Del Prado South
	Boca Raton, Florida 33433

ARTICLE VIII

Incorporators: The name and address of the person signing these Articles P. Steven Mulder, 7300 Del Prado South, Boca Raton, Florida 33433.

ARTICLE IX

By-Laws: The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X

Indemnification: The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed from the

corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

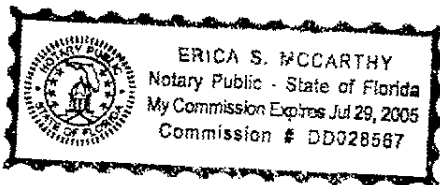
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at West Palm Beach, Florida this 5 day of November, 2002.



P. STEVEN MULDER

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **P. STEVEN MULDER**, to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to the law that they made and subscribed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal in the county and state last aforesaid this 6th day of November, 2002.



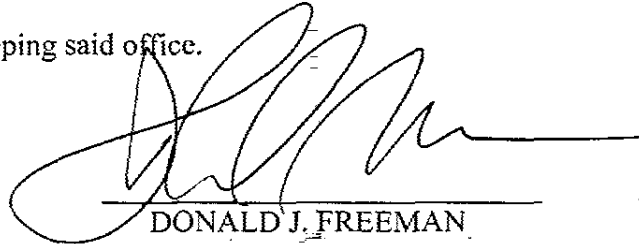

NOTARY PUBLIC
My Commission Expires:
July 29, 2005

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: WHITEHALL BOCA SKILLED NURSING HOME, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Boca Raton, Palm Beach County, State of Florida, has named Donald J. Freeman as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.


DONALD J. FREEMAN

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STATE
TALLAHASSEE, FLA