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From: CAIL S. AMBRE Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A. Account Number : 072720000036 Phone : (407)843-4600 Fax Number : (407)843-4444 PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION AND RETURN A CRETIFICATION TO ME AS SOOM AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

FLORIDA PROFIT CORPORATION OR P.A.

ACCORD NURSING CENTER, INC.

<i>,</i>	

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ICLES OF INCORPORATION OF

ACCORD NURSING CENTER, INC.

The undersigned, acting as incorporator of Accord Nursing Center, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE L NAME

The name of the corporation is Accord Nursing Center, Inc.

ARTICLE IL COMMENCEMENT OF EXISTENCE

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

ARTICLE IR. PURPOSE

This corporation may **second** in any activity or business permitted under the laws of the United States and Florida.

APTRICE IN AUTRORITARD SHARDS

The maximum number of shares that the corporation is authorized to have outstanding at any time is 750,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and the mailing address of the corporation shall be 3696 Ulmerton Road, Clearwater, Florida 34622, and the name of the corporation's initial registered agent is Ransom Stigelman, III, whose address is 3696 Ulmerton Road, Clearwater, Florida 34622.

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

Name

Stephen H. Noble

Ransom Stigleman, III

3696 Ulmerton Road

Address

Address

Clearwater, Florida 34622

3696 Uhnerton Road Clearwater, Florida 34622

ARTICLE VIL INCORPORATOR

The name and address of the incorporator is:

Name

Ransom Stigleman, III

3696 Ulmerton Road Clearwater, Florida 34622

ARTICLE VIIL 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 bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ANTER LETX. AMTERIAMENTE

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. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law. 407-843-4444

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of April 2003.

Sugisian, III, Inconcentor

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of ACCORD NURSING CENTER, INC.

Ransom Stigleman, III gistered Agent

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