

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000035557 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FLORIDA FILING & SEARCH SERVICES
Account Number : I20000000189
Phone : (850) 668-4318
Fax Number : (850) 668-3398

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 FEB -8 PM 12:41

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

SENIOR CARE HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

J. Shivers FEB 09 2006

H 0 6 0 0 0 0 3 5 5 5 7

ARTICLES OF INCORPORATION

OF

SENIOR CARE HOLDINGS, INC.

(a Florida corporation)

ARTICLE I
NAME

The name of the Corporation is SENIOR CARE HOLDINGS, INC. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT

The current address of the principal place of business of the Corporation is 1123 Marbella Plaza, Tampa, Florida 33619; such principal place of business of the Corporation may be relocated to such address and in such city and State as designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's registered agent in the State of Florida, is National Registered Agents, Inc., 2731 Executive Park Drive, Suite 4, Weston, FL 33331.

ARTICLE III
PURPOSE

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

ARTICLE IV
CAPITAL STOCK

Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine in its sole discretion. All shares of capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock").

H 0 6 0 0 0 0 3 5 5 5 7

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 FEB - 8 PM 12:41

FILED

H 0 6 0 0 0 0 3 5 5 5 7

ARTICLE V
BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board of Directors") shall consist of one or more individuals. The number of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, provided that there is at least one individual serving as a Director at all times.

The name and address of the initial Directors of the Corporation are:

<u>Director</u>	<u>Address</u>
David R. Vaughan	1123 Marbella Plaza Drive, Tampa, Florida 33619
Mark Kramer	16 Norcross St., Suite 100 Roswell, GA 30075
Ralph H. Bellande	12933 West US Highway 42 Prospect, Kentucky 40059

ARTICLE VI
LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VI shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

H 0 6 0 0 0 0 3 5 5 5 7

H 0 6 0 0 0 0 3 5 5 5 7

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators, assigns and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors, administrators, assigns or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right(s) to indemnification conferred by this Article VII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking, in form reasonably satisfactory to the Corporation, by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article VII to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right(s) which any person may have or hereafter acquire or be granted or accorded under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article VII shall not adversely affect any right(s) to indemnification or to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, company, joint venture, trust or other enterprise, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article VII.

ARTICLE VIII BYLAW AMENDMENTS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the shareholders of the Corporation is expressly

H 0 6 0 0 0 0 4 5 5 5 7

H 0 6 0 0 0 0 3 5 5 5 7

authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. For the shareholders to make, alter, amend or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend or repeal the Bylaws or a particular Bylaw provision.

ARTICLE IX
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any right conferred upon the shareholders is expressly subject to this reservation.

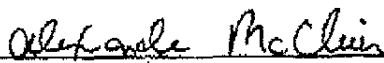
ARTICLE X
INCORPORATOR

The name and address of the incorporator of the Corporation is Alexander McClain, c/o Greenberg Traurig, LLP, 3290 Northside Parkway, Suite 400, Atlanta, Georgia 30327.

* * * * *

IN WITNESS WHEREOF, the undersigned incorporator, pursuant to the laws of the State of Florida, has executed these Articles of Incorporation of SENIOR CARE HOLDINGS, INC. this 8th day of February in the year 2006.

SENIOR CARE HOLDINGS, INC.


Alexander McClain
Incorporator

H 0 6 0 0 0 0 3 5 5 5 7

H 0 6 0 0 0 0 3 5 5 5 7

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Senior Care Holdings, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8th day of February, 2006.

National Registered Agents, Inc.

By: Mary ParisName: Mary B. Paris**FILED**

06 FEB -8 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL-LS1583265v01

H 0 6 0 0 0 0 3 5 5 5 7