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FLORIDA PROFIT/NON PROFIT CORPORATION

Osceola Nursing and Rehabilitation, Inc.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
OSCEOLA NURSING AND REHABILITATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for and on behalf of OSCEOLA NURSING AND REHABILITATION, INC., a Florida corporation (the "corporation"), hereby executes these Articles of Incorporation of the corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be OSCEOLA NURSING AND REHABILITATION, INC.

**ARTICLE II - MAILING / STREET ADDRESSES**

The mailing / street address of the corporation is 4201 West New Nolte Road, St. Cloud, Florida 34772.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE V - DURATION

This corporation shall exist perpetually.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

4201 West New Nolte Road  
St. Cloud, Florida 34772

The name of the registered agent of this corporation at that address shall be:

Shelby T. Parker

#### ARTICLE VII - BOARD OF DIRECTORS

A. This corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time by the shareholders, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

B. Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a shareholders' meeting at which a quorum is present.

C. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

#### ARTICLE VIII - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a shareholders agreement between this corporation and its shareholders, if there is more than one shareholder, setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended only by the Shareholders.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles is:

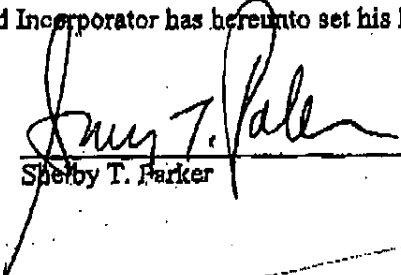
Name

Address

Shelby T. Parker

4201 West New Nolte Road  
St. Cloud, Florida 34772

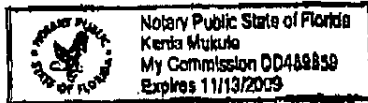
20th IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand, this day of SEPTEMBER, 2008.

  
Shelby T. Parker

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of SEPTEMBER, 2008, by Shelby T. Parker.

AFFIX NOTARY STAMP



[Signature]  
Signature of Notary Public

KENDRA MUKUTE  
(Print Notary Name)

My Commission Expires: 11/13/2009

Commission No.: DD489859

Personally known, or  
Produced Identification  
Type of Identification Produced:

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Articles of Incorporation of OSCEOLA NURSING AND REHABILITATION, INC., I hereby accept and agree to act in this capacity.

Dated: 9/30/08

[Signature]  
Shelby T. Parker

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