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CORPORATION(S) NAME

LTC Physicians of Florida, Inc.

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ARTICLES OF INCORPORATION

OF

LTC PHYSICIANS OF FLORIDA, INC.

I, the undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the Corporation is LTC Physicians of Florida, Inc.

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 3030 Gillham Road, Kansas City, Missouri 64108.

ARTICLE 3 - SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be thirty thousand (30,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, amounting in the aggregate to Thirty Thousand and No/100 (\$30,000.00) Dollars. There shall be no preferences, qualifications, limitations or restrictions whatsoever, nor any special or relative rights in respect to the shares.

ARTICLE 4 - INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of its registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its resident agent at such address is C T Corporation System.

ARTICLE 5 - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is Robert B. Keim, Shughart Thomson & Kilroy, P.C., 9225 Indian Creek Parkway, Suite 1100, Overland Park, Kansas 66210.

The undersigned Incorporator has executed these Articles of Incorporation this 20th day of June, 1995.

Robert B. Keim
ROBERT B. KEIM, Incorporator

STATE OF KANSAS)
) ss.
COUNTY OF JOHNSON)

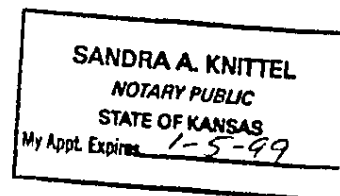
On this 20th day of June, 1995, before me personally appeared Robert B. Keim, being first duly sworn and to me known to be the person described in and who executed the foregoing Articles of Incorporation of LTC Physicians of Florida, Inc., and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, the day and year last above mentioned.

Sandra A. Knittel
Notary Public

My Commission expires:

January 5, 1999



ACCEPTANCE OF APPOINTMENT

RE: LTC PHYSICIANS OF FLORIDA, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: June 21, 1995

C T CORPORATION SYSTEM

By


John J. Linnihan
Asst. Vice President