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ACCOUNT NO. # 072100000032

REFERENCE # 032983 5020035

AUTHORIZATION # *Valencia P. Pysich*

COST LIMIT # \$ 70.00

ORDER DATE # February 5, 1996

ORDER TIME # 3:02 PM

ORDER NO. # 032983

CUSTOMER NO: 5020035

700001706927

CUSTOMER: Ms. Shanda London  
THE NATHANSON GROUP

1411 Fourth Avenue  
Suite 905  
Seattle, WA 98101

DOMESTIC FILING

NAME: SUNRISE HEALTHCARE OF  
FLORIDA, INC.

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS: **T. BROWN** FEB - 6 1996

FILED  
96 FEB - 5 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SUNRISE HEALTHCARE OF FLORIDA, INC.

FILED  
96 FEB -5 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Sunrise Healthcare of Florida, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 1919 Lakeland Hills Blvd., Lakeland, Florida 33805.

The mailing address, wherever located, of the corporation is 5131 Masthead NE, Albuquerque, New Mexico 87109.

THIRD: The number of shares that the corporation is authorized to issue is 100, all of which are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

Randi S. Nathanson, Esq.

ADDRESS

The Nathanson Group  
1411 4th Avenue, Suite 905  
Seattle, WA 98101

SIXTH: The purpose for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, is as follows:

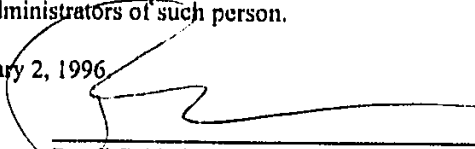
To operate a long term care facility in the State of Florida.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

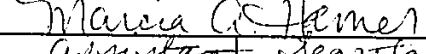
EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent for acts taken while in such capacity and shall inure to the benefit of the heirs, executors, and administrators of such person.

Signed on February 2, 1996

  
Randi S. Nathanson, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By:   
Assistant Secretary  
Date: 2-5-76