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March 11, 1996

VIA HAND DELIVERY

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*****78.75 *****78.75

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Chartwell Healthcare of Florida, Inc.

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Resident Agent Designation for Chartwell Healthcare of Florida, Inc., along with our firm check in the amount of \$78.75, representing your fees for filing the Articles and issuing a Certificate. Please return a stamped copy of the Articles of Incorporation and Resident Agent Designation, along with the Certificate.

As our offices are located here in Tallahassee, please give us a telephone call when the Certificate and stamped documents are ready.

Thank you very much for your assistance.

Sincerely,

Darrell White
Darrell White

DW/cha
Enclosures

FILED
MAR 11 PM 4:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Call when Ready

CAROL - 222-2107

PO 3-11-96

ARTICLES OF INCORPORATION
OF
CHARTWELL HEALTHCARE OF FLORIDA, INC.

FILED
96 MAR 11 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Chartwell Healthcare of Florida, Inc.

ARTICLE II DURATION

The duration of the corporation shall be perpetual.

ARTICLE III INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 215 S. Monroe Street, Suite 600, Tallahassee, Florida 32301.

ARTICLE IV PURPOSE

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

ARTICLE V SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, each having the par value of one dollar (\$1.00).

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

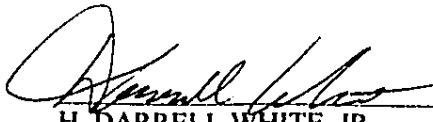
The name and address of the initial registered agent is: H. Darrell White, Jr., 215 S. Monroe Street, Suite 600, Tallahassee, Florida 32301.

ARTICLE VII INCORPORATOR

The name and street addresses of the sole incorporator to these Articles of Incorporation is as follows:

H. Darrell White, Jr.
215 S. Monroe Street, Suite 600
Tallahassee, Florida 32301

THE UNDERSIGNED incorporator has executed these Articles of Incorporation this 11th day of March, 1996.


H. DARRELL WHITE, JR.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CHARTWELL HEALTHCARE OF FLORIDA, INC.
2. The name and address of the registered agent and office is:

H. DARRELL WHITE, JR.
215 S. MONROE STREET
SUITE 600
TALLAHASSEE, FLORIDA 32301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



Signature of Registered Agent, H. Darrell White, Jr.

DATE: March 11, 1996

FILED
96 MAR 11 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA