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HESSE & JONES
A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS

4950 WESTGROVE
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DALLAS, TEXAS 75248

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March 26, 1996

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700001750047
-03/27/96--01093--013
***315.00 ***78.75

RE: Arch Creek Healthcare, Inc.; Jackson Manor Healthcare, Inc; Ponce De Leon
Healthcare, Inc.; and Snapper Healthcare, Inc.

Dear Sir or Madam:

Enclosed is an original and copy of each of the above referenced Articles of Incorporation along with our check in the amount of \$315.00 for the filing fee (\$78.75 per corporation). Also, enclosed is an original and copy for each corporation of a Certificate of Designation Registered Agent/Registered Office. Please return file-stamped copies upon completion to the undersigned.

Thank you for your assistance with this matter and if you have any questions, please feel free to call me.

Sincerely yours,

HESSE & JONES
A Professional Corporation

By: Ann Sutton
Ann Sutton
Legal Assistant

FILED
95 MAR 27 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

Dmc
4/3/96

**ARTICLES OF INCORPORATION
OF
ARCH CREEK HEALTHCARE, INC.**

FILED
96 MAR 27 AM 0:36
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: **ARCH CREEK HEALTHCARE, 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 16910 Dallas Parkway, Suite 200, Dallas, Texas 75248.

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:

Michael D. Hesse
4950 Westgrove
Suite 100
Dallas, Texas 75248

THE UNDERSIGNED incorporator has executed these Articles of Incorporation this 26th day of March, 1996.



MICHAEL D. HESSE, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 MAR 27 AM 8:36

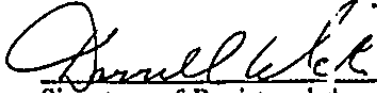
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **ARCH CREEK HEALTHCARE, 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: 3/25/96 _____