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October 29, 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: Oakwood Terrace Healthcare, Inc.

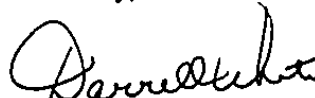
Ladies/Gentlemen:

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

As our offices are located here in Tallahassee, we would like to pick up these documents and would most appreciate it if you would telephone my office at the above number when they are ready.

Thank you very much for your assistance.

Sincerely,


Darrell White

DW/ca
Enclosures (as noted)

RECEIVED
96 OCT 29 PM 3:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
96 OCT 29 PM 4:37
RECEIVED BY STATE
TALLAHASSEE, FLORIDA

NOV 29 1996

Call when Ready

ARTICLES OF INCORPORATION
OF
OAKWOOD TERRACE HEALTHCARE, INC.

FILED
95 OCT 29 PM 4:37

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: **OAKWOOD TERRACE 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:

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

THE UNDERSIGNED incorporator has executed these Articles of Incorporation this 29th day of October, 1996.



H. DARRELL WHITE, JR., Incorporator

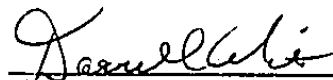
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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: **OAKWOOD TERRACE 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: 10/29/96 _____

FILED
96 OCT 29 10 45 AM
TALLAHASSEE, FLORIDA