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Harold L. Harkins, Jr.
Attorney at Law & Personal Trustee
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Particia A. Touchton, Administrative Assistant

P.O. Box 274121
Tampa, Florida 33688-4121

November 25, 1996

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
11.25.96

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-12/02/96--01051--005
*****70.00 *****70.00

RE: Long Term Care Advisors, Inc.

Dear Sir or Madam:

I am enclosing the original of the Articles of Incorporation for the above captioned proposed Florida corporation to be effective on November 25, 1996. Also enclosed is a check for the following fees:

New Corporation filing fee	\$ 35.00p
Registered agent fee	<u>35.00</u>
Total	\$ 70.00

Please file these Articles of Incorporation and advise me of the document number for this new corporation.

Sincerely,

Harold L. Harkins, Jr.

cc: James W. Sibson

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.5.96
KR

Articles Of Incorporation of

EFFECTIVE DATE

11-25-96

Long Term Care Advisors, Inc.

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 this corporation shall be:

Long Term Care Advisors, Inc.

ARTICLE II Principal Office

The principal place of business and mailing address of the corporation shall be:

445 Country Club Rd
Belleair FL 34616

ARTICLE III Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV Initial Registered Agent and Address

The name and address of the initial registered agent of the corporation is:

James W. Sibson
445 Country Club Rd
Belleair FL 34616

ARTICLE V Incorporator

The name and street address of the incorporator to these Article of Incorporation is:

James W. Sibson
445 Country Club Rd
Belleair FL 34616

ARTICLE VI Duration; Effective Date

This corporation shall exist perpetually, commencing as of November 25, 1996.

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ARTICLE VII Purposes

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE VIII Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX Bylaws

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X Indemnification

Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against expenses (including attorneys' fee), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof.

Expenses (including attorneys' fee) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

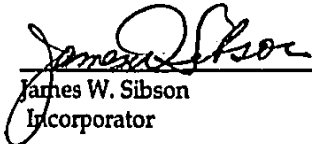
ARTICLE XI Conflicts of Interest

No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- The contract or transaction is fair and reasonable as to this Corporation at the time it is authorized by the Board, a committee or the shareholders.

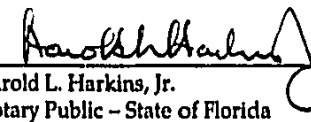
Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this November 25, 1996.


James W. Sibson
Incorporator

**State Of Florida
County Of Hillsborough**

The foregoing Articles of Incorporation were acknowledged before me this November 25, 1996, by James W. Sibson, who is personally known to me.


Harold L. Harkins, Jr.
Notary Public - State of Florida



HAROLD L. HARKINS JR
My Commission 00399148
Expires Sep. 20, 1998

**Certificate of Designation of
Registered Agent/Registered Office**

Pursuant to the provisions of §607.0501, *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.

The name of the corporation is:

Long Term Care Advisors, Inc.

The name and address of the registered agent and office is:

James W. Sibson
445 Country Club Rd
Belleair FL 34616

Long Term Care Advisors, Inc.

By: _____

James W. Sibson

Incorporator

November 25, 1996

Having been named as registered agent and to accept service of process for the above named 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 affirm that I am familiar with and accept the obligations of my position as registered agent.

James W. Sibson

Registered Agent

November 25, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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