

4200 N.W. 16th St. 6^{FL},
Lauderhill, FL 33313

P97000005210

The Secretary of the State
NEW CORPORATION FILING DIV/
409 E. Gaines Street
Tallahassee, FL 32399

Re: Multicare Corp.

We enclose for recording or filing the following checked
documents:

_____ Financing statement
_____ Termination of financing statement
_____ Security agreement
_____ Assignment of financial statement
_____ Attachment
_____ Subordination
_____ Real estate mortgage
_____ Judgement
_____ Proof of claim
_____ Assent form
_____ x Other: Corporation

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-01/14/97--01065--010
****122.50 ****122.50

FILED
97 JAN 13 PM 10:35
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Recording fees (if applicable) of \$ 122.50 are enclosed.
Please return proof of filing to the undersigned and we thank you
for your cooperation.

JAN 17

BSB

Very truly,

Robert A. Sanchez

FILED

97 JAN 13 PM 12:35

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION
OF
Multicare Corp.

The undersigned, acting as an incorporator of Multicare Corp.
under Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: Multicare Corp.

ARTICLE II: COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these
Articles of Incorporation.

ARTICLE III: PURPOSE

This corporation may engage in any activity or business permitted under the law of
United States and Florida.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have
outstanding at any time is 100 shares of common stock having a par value of \$1.00 per
share. The consideration to be paid for each share shall be fixed by the Board of Directors
and may be in whole or part in cash or other property, tangible or intangible, or in labor or
services actually performed for the Corporation, with a value, in the judgment of the
directors, equivalent to or greater than the full par value of the shares.

ARTICLE V: REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS

The street address of the registered office/principal place of business of the
corporation is 4200 N.W. 16th Street, Lauerhill, FL 33313
6th Floor, and the name of the corporation's initial
registered agent at that address is

Clare A. Sawchuk
4200 N.W. 16th Street 6th Fl.
Lauderhill, FL 33313

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The corporation shall have (1) one director initially. The number of directors may
be either increased or diminished from time to time, as provided in the bylaws, but shall

never be less than one. The name and street address of the initial incorporator and initial director(s) are:

Travis J. Leonard
4200 N.W. 16th St.
Lauderhill, FL 33313

The incorporator of the corporation assigns to this Corporation the incorporator's rights under Section 607.161, Florida Statutes, to constitute a corporation, and the incorporator assigns to those persons designated by the Board of Directors any rights the incorporator may have to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLES VII: DIRECTORS

1. The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist from one member and not more than eleven members. A majority of the first Board of Directors name below shall have the power to approve and adopt the Bylaws of this Corporation until their successors are elected or appointed.
2. The qualifications, time and place of election and term of office of each Director shall be provided for in the Bylaws of the Corporation.
3. The officers of this Corporation may consist of a President, Vice President, Secretary and Treasurer, and such other officers and agent as may be provided for by the Bylaws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS

1. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of this being or having a Director or any officer of the Corporation, or Director of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by the Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct, in the performance of the Director's duty to the Corporation.
2. The Corporation shall indemnify any Director made party to any action, suit or proceeding other than one by or in the Director's right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director in the Director's capacity as Director or an officer of the Corporation, or

officer of any other corporation which the Director or officer served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorney's fees actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suite or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that the Director had reasonable ground for belief that such action was lawful.

ARTICLE IX: DIRECTORS' LIABILITY

No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and save the Director harmless.

ARTICLE X: REIMBURSEMENT OF DIRECTORS

If a legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceedings, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

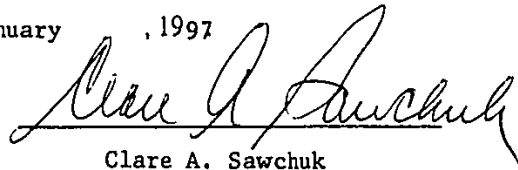
ARTICLE XI: BYLAWS

The power to adopt, alter, amend or repeal Bylaws be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders specifically provided that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII: AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval by the Board of Directors. Thereafter, every amendment shall be approved at a shareholder's meeting by the unanimous vote of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of January, 1997



Clare A. Sawchuk

STATE OF FLORIDA

COUNTY OF }

On 1/9/97 before me,
personally appeared CLARE A. SAWCHUK
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature 

(Seal)



Renee Zonashine
MY COMMISSION # 00558181 EXPIRES
September 18, 2000
BONDED WITH TRAVELERS INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the foregoing Articles of Incorporation,
I hereby agree to accept service of process for said Corporation and to comply with any and
all Statutes relative to the complete and proper performance of the duties of the registered
agent.



Clare A. Sawchuk

FILED
97 JAN 13 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA