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HOWARD STROSS PA

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TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX :

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NAME: SKILLED SERVICES CORPORATION OF GEORGIA, A F
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SKILLED SERVICES CORPORATION OF GEORGIA,
a FLORIDA CORPORATION.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is **SKILLED SERVICES CORPORATION OF GEORGIA.**

ARTICLE II

PRINCIPAL OFFICE

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

11300 4th Street North

Suite 200

St. Petersburg, FL 33716

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

Prepared by: Skilled Services Corporation
11300 4th Street, Suite 200
St. Petersburg, FL 33716
Tel 813 577-5522

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ARTICLE IV**INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are M. STEVEN SEMBLER, 11300 4th Street N, Ste. 200, St. Petersburg, Florida 33716. The Registered Agent by his execution of these Articles of Incorporation as incorporator accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of under the Florida Business Corporation Act.

ARTICLE V**INCORPORATOR(S)**

The name and address of the person signing these Articles of Incorporation is JERRY D. LOFTIN, as President of Skilled Services Corporation, 11300 4th Street N, Ste. 200, St. Petersburg, Florida 33716.

ARTICLE VI**INITIAL BOARD OF DIRECTORS**

This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation are M. STEVEN SEMBLER, JERRY D. LOFTIN AND DARIAN W. JOHNSON, 11300 4th Street N, Ste. 200, St. Petersburg, Florida 33716.

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ARTICLE VII

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE VIII

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IX

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 X

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.

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ARTICLE XI**INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Business Corporation Act.

ARTICLE XII**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

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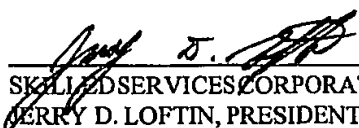
ARTICLE XIII

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

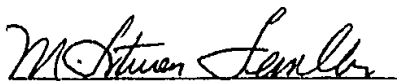
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this

24TH day of February, 1997


SKILLED SERVICES CORPORATION/INCORPORATOR
PERRY D. LOFTIN, PRESIDENT

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Skilled Services Corporation of Georgia, I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Skilled Services Corporation of Georgia. I am familiar with and accept the obligations provided for under Florida law.


M. Steven Sembler, Registered Agent

February 24, 1997
Date

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TALLAHASSEE, FLORIDA

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