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May 23, 1997

Via Federal Express

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

RE: **Articles of Incorporation of Genesis Health Center, Inc.**
Corporate Name Reservation Number: R97000002407

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****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Genesis Health Center, Inc. Kindly file the original document with your office, and certify and return the enclosed copy to the undersigned. Also enclosed is a copy of the corporate name reservation acknowledgment letter I received from the Department of State confirming that the name "Genesis Health Center, Inc." was previously reserved by me.

In addition, I have attached hereto a check in the amount of one hundred and twenty-two dollars and fifty cents (\$122.50), which covers the filing fee (\$70.00) and the certified copy (\$52.50).

Should you have any questions regarding the above or the enclosed, please feel free to contact me at (202) 408-7178. Thank you for your attention to this matter.

Very truly yours,

Tracy E. Weir
Tracy E. Weir
Paralegal

Enc.: Articles of Incorporation (original and one copy)
Copy of Corporate Name Reservation Acknowledgment Letter
Fees

cc: Mr. John W. Rebstock (w/enc.)
Mr. Christopher L. White, Esq. (w/enc.)
Ms. Jill Sperber, CT Corp. (w/enc.)

FILED
97 MAY 27 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAY 30 1997

ARTICLES OF INCORPORATION
OF
GENESIS HEALTH CENTER, INC.

FILED
97 MAY 27 AM 9: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator executes these Articles of Incorporation for the purposes of forming, and does hereby form, a corporation under the Florida Business Corporation Act, F.S.A. § 607.0101 *et seq.*, in accordance with the following provisions:

ARTICLE 1. Corporate Name. The name of the Corporation is Genesis Health Center, Inc. (the "Corporation").

ARTICLE 2. Principal Office and Mailing Address. The street address of the Principal Office of the Corporation is:

7385 S.W. 87th Avenue
Suite 300
Miami, FL 33173

The mailing address of the Corporation is:

7385 S.W. 87th Avenue
Suite 300
Miami, FL 33173

ARTICLE 3. Capitalization. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock with a \$1.00 par value per share. The Board of Directors shall determine the consideration to be received for each share in the Corporation and shall authorize each issuance of shares. The rights, qualifications and powers of the Shareholders shall be as set forth in the Bylaws of the Corporation.

ARTICLE 4. No Preemptive Rights. No Shareholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock.

ARTICLE 5. Registered Office and Registered Agent. The address of the Corporation's registered office in the State of Florida is 1200 S. Pine Island Road, Plantation, Florida 33324. The name of the registered agent at such address is CT Corporation System.

ARTICLE 6. Incorporator. The name and address of the Incorporator is:

Theresa E. Weir
1301 K Street, N.W.
Suite 900, East Tower
Washington, D.C. 20005

ARTICLE 7. Purposes. The purposes of the Corporation are:

(a) To establish, operate and maintain a health services provider which will furnish health services, including, but not limited to, comprehensive outpatient rehabilitation services, to the residents of the State of Florida; and

(b) To engage in any and all lawful business purposes or enterprises for which business corporations may be organized under the Florida Business Corporations Act, and which the Board of Directors of the Corporation shall deem to be in the best interest of the Corporation, and to do all other things deemed by the Board of Directors to be necessary and desirable in connection with any of the Corporation's businesses.

ARTICLE 8. Directors. There shall be no less than two (2) directors of the Corporation ("Board of Directors"). At all times, the actual number of directors shall be as described in the Bylaws. The initial directors shall be:

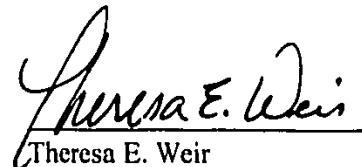
John W. Rebstock
Maggie Senra

ARTICLE 9. Indemnification of Officers and Directors. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify past and present officers and directors against any and all of the expenses, liabilities, or other matters referred to in, or exclusive of, any other rights to which those indemnified may be entitled under any Bylaw, vote of the Shareholders or disinterested directors, or otherwise, both as to action in official capacity, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 10. Amendment of the Bylaws by the Board of Directors. In furtherance, and not in limitation of, the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation as provided therein.

ARTICLE 11. Duration. The duration of the Corporation is perpetual.

I, THE UNDERSIGNED, for the purpose of forming a business corporation under the laws of the State of Florida, certify that the facts herein stated are true, and have accordingly hereunto set my hand.


Theresa E. Weir

GENESIS HEALTH CARE, INC.

Having been named as registered agent and to receive service of process for the above stated corporation the place designated in these provisions, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Date: 5/19/97

C T CORPORATION SYSTEM

BY: 

A. D. Hamilton
Assistant Secretary

FILED
97 MAY 27 AM 9:14
STATE OF FLORIDA
TALLAHASSEE