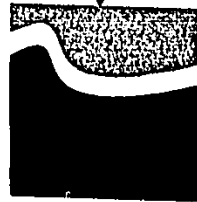


P97000054878



BAYCO

DEVELOPMENT COMPANY

June 18, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 20 AM 9:55

Enclosed please find the Articles of Incorporation for Bay Crest Nursing Center, Inc. together with our check in the amount of \$78.75 to cover the following costs:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certificate of Status	\$ 8.75

Should you require any further documentation, please don't hesitate to call me at (904) 785-7759.

Sincerely,


Mary K. Sittman

600002218646--8
-06/20/97--01086--005
*****78.75 *****78.75

P.O. Box 12478 ■ Panama City, Florida 32401
904/785-7759 FAX 904/785-2188

D. BROWN JUN 23 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 AM 9:55

ARTICLES OF INCORPORATION

of

BAY CREST NURSING CENTER, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **BAY CREST NURSING CENTER, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporation shall commence its corporate existence beginning with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE, MAILING ADDRESS AND REGISTERED AGENT

The street address of the principal office and mailing address of this corporation is 3611 Transmitter Road, Panama City, Florida, 32404, and the name of the initial registered agent is Mary K. Sittman, whose address is as follows:

516 Bunkers Cove Road
Panama City, FL 32401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 AM 9:55

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of the corporation is:

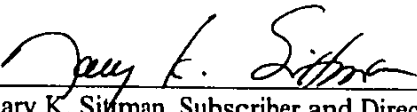
Mary K. Sittman
516 Bunkers Cove Road
Panama City, FL 32401

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

Mary K. Sittman
516 Bunkers Cove Road
Panama City, FL 32401

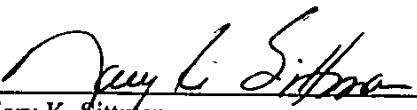
IN WITNESS WHEREOF I have set my hand and seal this 18th day of June, 1997.



Mary K. Sittman, Subscriber and Director

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as Resident Agent for this corporation and acknowledges that she is familiar with, and accepts, the obligations provided for in Florida Statute 607.325.

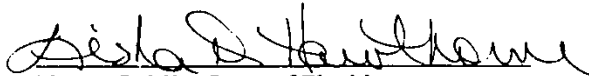


Mary K. Sittman

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared MARY K. SITTMAN, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the State and County aforesaid, this 18th day of June,
1997


Notary Public, State of Florida

My Commission expires:

LISHA D. HAWTHORNE
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. CC605708
MY COMM. EXPIRES 12-08-2000