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June 24, 1997

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

VIA HAND DELIVERY

000002222560--1  
-06/25/97--01064--005  
\*\*\*\$350.00 \*\*\*\*\*70.00

Re: Chartwell Healthcare Services of Florida, Inc.  
Pensacola Healthcare, Inc.  
Manhattan Healthcare, Inc.  
Holly Point Healthcare, Inc.  
Jupiter Healthcare, Inc.

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Resident Agent Designations for each of the following corporations: Chartwell Healthcare Services of Florida, Inc.; Pensacola Healthcare, Inc.; Manhattan Healthcare, Inc.; Holly Point Healthcare, Inc.; and Jupiter Healthcare, Inc.

A check in the amount of \$350.00 is enclosed (representing your fees for filing the Articles and Resident Agent Designation for these five corporations).

As our offices are located here in Tallahassee, we would like to pick up the stamped copies of these documents, along with your letters of acknowledgment, and would most appreciate it if you would telephone my office at the above number when they are ready.

Thank you very much for your assistance.

*pick up 3:00*

Sincerely,

*Darrell White*

Darrell White

DW/ca

Enclosures (as noted)

cc: Mike Hesse, Esq.

K.R. JUN 25 1997

RECEIVED  
97 JUN 25 AM 11:00  
DIVISION OF CORPORATIONS  
FILED  
97 JUN 25 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CHARTWELL HEALTHCARE SERVICES OF FLORIDA, 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 the corporation shall be: **CHARTWELL HEALTHCARE SERVICES OF FLORIDA, INC.**

**ARTICLE II**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III**

**INITIAL PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of this corporation is 16910 Dallas Parkway, Suite 200, Dallas, Texas 75248.

**ARTICLE IV**

**PURPOSE**

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its

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TALLAHASSEE, FLORIDA

possessions and foreign countries.

## **ARTICLE V**

### **SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, each having the par value of one dollar (\$1.00).

## **ARTICLE VI**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: H. Darrell White, Jr., 215 S. Monroe Street, Suite 600, Tallahassee, Florida 32301.

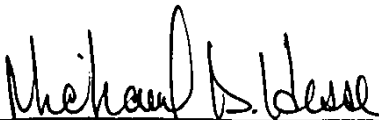
## **ARTICLE VII**

### **INCORPORATOR**

The name and street addresses of the sole incorporator to these Articles of Incorporation is as follows:

Michael D. Hesse  
4949 Westgrove  
Suite 200  
Dallas, Texas 75248

THE UNDERSIGNED incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of June, 1997.

  
\_\_\_\_\_  
MICHAEL D. HESSE, Incorporator

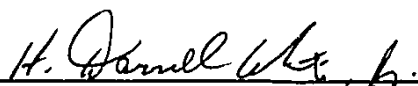
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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.

1. The name of the corporation is: **CHARTWELL HEALTHCARE SERVICES OF FLORIDA, INC.**
2. The name and address of the registered agent and office is:

H. Darrell White, Jr.  
215 S. Monroe Street  
Suite 600  
Tallahassee, Florida 32301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Signature of Registered Agent,  
H. DARRELL WHITE, JR.

Date: 6/24/97

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