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LAW OFFICES
McFARLAIN, WILEY, CASSEDY & JONES
PROFESSIONAL ASSOCIATION

CHRISTOPHER BARKAS
MARSHALL R. CASSEDY, *founder*
ROGELIO FONTELA
DOUGLAS P. JONES
HAROLD R. MARDENBOROUGH, JR.
RICHARD C. McFARLAIN
LINDA McMULLEN
ROBERT A. McNEELY
THOMAS J. SCHULTE, JR.
CHARLES A. STAMPELOS
H. DARRELL WHITE, JR.
WILLIAM B. WILEY

216 SOUTH MONROE STREET, SUITE 600
POST OFFICE BOX 2174
TALLAHASSEE, FLORIDA 32316-2174

TELEPHONE (850) 222-2107
TELECOPIER (850) 222-8475

e-mail: firm @ mcfarlain.com

June 24, 1997

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

VIA HAND DELIVERY

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.

Sincerely,

Darrell White

Darrell White

DW/ca

Enclosures (as noted)

cc: Mike Hesse, Esq.

K.R. JUN 25 1997

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-06/25/97--01064--005
*****350.00 *****70.00

RECEIVED
97 JUN 25 AM 10:59
DIVISION OF CORPORATION
FILED
97 JUN 25 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MANHATTAN HEALTHCARE, INC.**

FILED
97 JUN 25 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **MANHATTAN HEALTHCARE, 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 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.

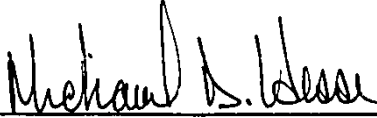
ARTICLE VII

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 20th 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: **MANHATTAN HEALTHCARE, 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.

H. Darrell White, Jr.
Signature of Registered Agent,
H. DARRELL WHITE, JR.

Date: 6/24/97

FILED
27 JUN 25 PM 1:44
TALLAHASSEE, FLORIDA
STATE
1997