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HOWARD STROSS PA

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TO: DIVISION OF CORPORATIONS  
(850) 922-4001

EFFECTIVE DATE  
8-19-97

FAX #:

FROM: HOWARD C. STROSS, P.A.  
070731001671

ACCT#:

CONTACT: HOWARD C STROSS  
PHONE: (813) 787-1088  
(813) 785-4490

FAX #:

NAME: SKILLED SERVICES CORPORATION OF CALIFORNIA

AUDIT NUMBER.....H97000013782

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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EFFECTIVE DATE  
8-19-97

ARTICLES OF INCORPORATION  
OF

SKILLED SERVICES CORPORATION OF CALIFORNIA

ARTICLE I. NAME

The name of this corporation is Skilled Services Corporation of California, a Florida corporation.

ARTICLE II. COMMENCEMENT AND DURATION

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

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. 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:  
Howard C. Stross, Esq.  
Howard C. Stross, P.A.  
34650 U.S. Hwy 19 N., Suite 307  
Palm Harbor, FL 34684  
(813) 787-1088  
FBN 0457914

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's 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 4<sup>th</sup> Street N., Suite 200, St. Petersburg, Florida 33716.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

AND MAILING ADDRESS OF THE CORPORATION

The address of this corporation's initial registered office and the corporation's mailing address is: 11300 4<sup>th</sup> Street N., Suite 200,

St. Petersburg, Florida 33716.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: M. STEVEN SEMBLER

ARTICLE VIII. INCORPORATOR

The name and address of this corporation's incorporator is: JERRY D. LOFTIN, as President of Skilled Services Corporation, 11300 4<sup>th</sup> Street N., Suite 200, St. Petersburg, Florida 33716.

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ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be 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.

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

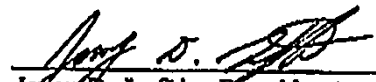
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from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII. CUMULATIVE VOTING

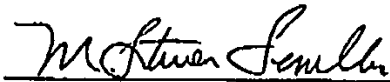
In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute 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.

The undersigned has executed these Articles of Incorporation on this 19th day of August, 1997.

  
\_\_\_\_\_  
Jerry D. Loftin, President  
Of Skilled Services Corporation,  
Incorporator

**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 California, 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 California. I am familiar with and accept the obligations provided for under Florida law.



M. Steven Sembler,  
Registered Agent

Dated 8/19, 1997

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CLERK OF COURT  
FLORIDA