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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 546590 7132640

AUTHORIZATION :

Patricia Pizik

COST LIMIT : \$ 70

ORDER DATE : September 29, 1997

ORDER TIME : 11:15 AM

ORDER NO. : 546590-025

000002306150--0

CUSTOMER NO: 7132640

CUSTOMER: Ms. Linda L. Fleming
BUCHANAN INGERSOLL, P.C.

Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC FILING

NAME: TANDEM HEALTH CARE OF NEW PORT
RICHEY, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
97 SEP 29 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 29 PM 12:15
DIVISION OF CORPORATION

SN SEP 29 1997

SN SEP 29 1997

**ARTICLES OF INCORPORATION
OF
TANDEM HEALTH CARE OF NEW PORT RICHEY, INC.**

FILED
97 SEP 29 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Tandem Health Care of New Port Richey, Inc. The address of the principal office of this corporation shall be 401 East Jackson Street, Suite 2500, Tampa, Hillsborough County, Florida 33602, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the corporation at that address is Linda L. Fleming.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is Linda L. Fleming, Buchanan Ingersoll Professional Corporation, 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602.

ARTICLE VII. NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

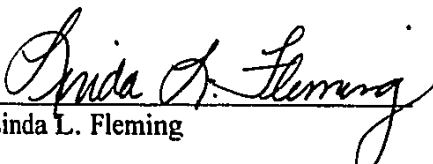
ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors of this corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor is elected is as follows:

Mr. Lawrence R. Dearing
Persimmon Drive
Sewickley, PA 15143

Mr. Joseph D. Conte
550 Via Lugano
Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of September, 1997.


Linda L. Fleming

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S.: LINDA L. FLEMING IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, F.S.

DATED: September 26, 1997


Linda L. Fleming, Registered Agent

SECRETARY OF STATE
TAMM-THASSEE, FLORIDA

97 SEP 29 PM 1:09

FILED