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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Geriatric Resources Inc

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TALLAHASSEE, FLORIDA

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
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SP
9/30/99

Date:

ARTICLES OF MERGER
Merger Sheet

MERGING:

GERIATRIC RESOURCES OF ALABAMA, INC. a nonqualified AL corp.
GERIATRIC RESOURCES OF ARKANSAS, INC., a nonqualified AR corp.
GERIATRIC RESOURCES OF FLORIDA, INC., P97000094583
GERIATRIC RESOURCES OF KENTUCKY, INC., a nonqualified KY corp.
GERIATRIC RESOURCES OF MISSISSIPPI, INC., a nonqualified MS corp.

INTO

GERIATRIC RESOURCES, INC., a Tennessee corporation not qualified in
Florida.

File date: September 29, 1999, effective September 30, 1999

Corporate Specialist: Susan Payne

FILED

99 SEP 29 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

GERIATRIC RESOURCES OF ALABAMA, INC.,

GERIATRIC RESOURCES OF ARKANSAS, INC.,

GERIATRIC RESOURCES OF FLORIDA, INC.

GERIATRIC RESOURCES OF KENTUCKY, INC.

AND

GERIATRIC RESOURCES OF MISSISSIPPI, INC.

WITH AND INTO

GERIATRIC RESOURCES, INC.

EFFECTIVE DATE
9/30/99

Pursuant to the provisions of Section 48-21-105 of the Tennessee Business Corporation Act, the undersigned Tennessee parent corporation and foreign subsidiary corporations, adopt the following Articles of Merger for the purpose of merging into one corporation:

- 1) The name of the surviving Tennessee corporation is

GERIATRIC RESOURCES, INC.

- 2) The attached Plan of Merger was adopted at a joint meeting of the Boards of Directors of the undersigned Tennessee parent corporation and the undersigned foreign subsidiary corporations, shareholder approval not being required since the merging corporations are wholly-owned subsidiaries of the parent. Adopted on September 27, 1999.

- 3) The amendment to the Charter of the Surviving Corporation, as provided in the attached Plan of Merger, is adopted and the following Paragraph 8 is added to the Charter of the Surviving Corporation:

8 Limitation of Liability. No director shall be personally liable to the corporation or its shareholders for monetary damages for any breach of fiduciary duties by such director as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for unlawful distributions as imposed by Section 48-18-304 of the Tennessee Business Corporation Act. No amendment to or repeal of this provision shall apply to or have any effect on liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the

Tennessee Business Corporation Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by such amendment.

4) In accordance with Section 10-2B-11.07 of the Alabama Business Corporation Act, the merging domestic Alabama corporation, Geriatric Resources of Alabama, Inc., whose Articles of Incorporation were filed in Montgomery County, Alabama, which is a wholly owned subsidiary of the Surviving Tennessee Corporation, has complied with the provisions of Section 10-2B-11-04 through 11.04 and states that shareholder consent was not required to approve this merger.

In accordance with Section 4-27-1107 of the Arkansas 1987 Business Corporation Act, the merging domestic Arkansas corporation, Geriatric Resources of Arkansas, Inc., which is a wholly owned subsidiary of the Surviving Tennessee Corporation, has complied with the provisions of Sections 4-27-1101 through 1104 and states that shareholder consent was not required to approve this merger.

In accordance with Section 607.1104 and Section 607.1108 of the Florida Business Corporation Act, the merging domestic Florida corporation, Geriatric Resources of Florida, Inc., which is a wholly-owned subsidiary of the Surviving Tennessee Corporation, has complied with the provisions of Section 607.1105 and states that shareholder consent was not required to approve this merger.


In accordance with Sections 271B.11-040 and 271B.11-070 of the Kentucky 1988 Business Corporation Act, the merging Kentucky corporation, Geriatric Resources of Kentucky, Inc., which is a wholly-owned subsidiary of the Surviving Tennessee Corporation, has complied with the provisions of Section 271B.11-050 and states that shareholder consent was not required to approve this merger.

In accordance with Sections 79-4-11.04 and 79-4-11.07 of the Mississippi Business Corporation Act, the merging Mississippi corporation, Geriatric Resources of Mississippi, Inc., which is a wholly-owned subsidiary of the Surviving Tennessee Corporation, has complied with the provisions of Section 79-4-11.05 and states that shareholder consent was not required to approve this merger.

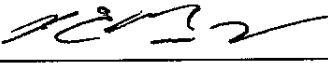
5) The effective date of the merger herein provided for shall be as of the close of business on September 30, 1999 or when filed by the Secretary of State of Tennessee, whichever last occurs.

Dated September 21, 1999.


GERIATRIC RESOURCES, INC.

By 
(Kelly McBryde) Vice President

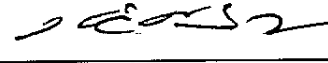
GERIATRIC RESOURCES OF ALABAMA, INC.

By 
(Kelly McBryde) Vice President


GERIATRIC RESOURCES OF ARKANSAS, INC.

By 
(Kelly McBryde) Vice President


GERIATRIC RESOURCES OF FLORIDA, INC.

By 
(Kelly McBryde) Vice President

GERIATRIC RESOURCES KENTUCKY, INC.

By 
(Kelly McBryde) Vice President

GERIATRIC RESOURCES OF MISSISSIPPI, INC.

By 
(Kelly McBryde) Vice President

PLAN OF MERGER OF
GERIATRIC RESOURCES OF ALABAMA, INC., GERIATRIC RESOURCES OF
ARKANSAS, INC., GERIATRIC RESOURCES OF FLORIDA, INC.,
GERIATRIC RESOURCES OF KENTUCKY, INC. AND
GERIATRIC RESOURCES OF MISSISSIPPI, INC. WITH AND INTO
GERIATRIC RESOURCES, INC.

1 CORPORATIONS PARTICIPATING IN MERGER

Geriatric Resources of Alabama, Inc., Geriatric Resources of Arkansas, Inc., Geriatric Resources of Florida, Inc., Geriatric Resources of Kentucky, Inc. and Geriatric Resources of Mississippi, Inc. (the "Merging Corporations"), which are wholly-owned subsidiaries of Geriatric Resources, Inc., will merge with and into their parent, Geriatric Resources, Inc., a Tennessee corporation, (the "Surviving Corporation").

2 NAME OF SURVIVING CORPORATION

After the merger, the name of the Surviving Corporation will be Geriatric Resources, Inc.

3 TERMS AND CONDITIONS OF MERGER

Pursuant to the terms and conditions of this Plan of Merger (the "Plan"), on the effective date of the merger, the Merging Corporations shall be merged into the Surviving Corporation in the manner and with the effect as provided by the statutes of the State of Tennessee. The Surviving Corporation shall continue its corporate existence under the laws of the State of Tennessee, and the separate existence of each of the Merging Corporations shall cease. All property, rights, privileges, licenses and franchises of the Merging Corporations, as the same were held and owned prior to the merger, shall vest in the Surviving Corporation subject, however, to all of the liabilities and obligations of the Merging Corporations and the rights of creditors of the Merging Corporations for which the Surviving Corporation shall be liable, in the same manner and to the same extent as if the Surviving Corporation had itself incurred such liabilities and obligations.

4 AMENDMENT TO THE CHARTER

The amendment to the Charter of the Surviving Corporation that is to be effected by the merger is that the following Paragraph 8 is added to the Charter of the Surviving Corporation:

8 Limitation of Liability. No director shall be personally liable to the corporation or its shareholders for monetary damages for any breach of fiduciary duties by such director as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for unlawful distributions as imposed by Section 48-18-304 of the Tennessee Business Corporation

Act. No amendment to or repeal of this provision shall apply to or have any effect on liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Tennessee Business Corporation Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by such amendment.

5 CONVERSION AND EXCHANGE OF SHARES

On the effective date of the merger:

(a) Merging Corporations. All of the issued and outstanding shares of the Merging Corporations shall be cancelled and extinguished.

(b) Surviving Corporation. All of the shares of the Surviving Corporation issued and outstanding immediately prior to the effective date of the merger shall continue to be issued and outstanding shares of the Surviving Corporation.

6 CHARTER AND BYLAWS

The charter and the bylaws of the Surviving Corporation shall continue to be those of the Surviving Corporation from and after the effective date of the merger until changed or amended as provided by the Tennessee Business Corporation Act.

7 OFFICERS AND DIRECTORS

The officers and directors of the Surviving Corporation shall serve as the officers and directors of the Surviving Corporation, all of whom shall hold their offices until the election of their respective successors or until their terms are otherwise terminated in accordance with the bylaws of the Surviving Corporation in effect from time to time.

8 ACTIONS BY DIRECTORS AND OFFICERS OF MERGING CORPORATIONS

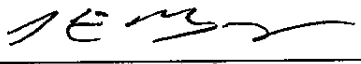
If, at any time, the Surviving Corporation shall deem or be advised that any further conveyance, assignment, assurance or other act or instrument is necessary or desirable to better confirm in the Surviving Corporation the title of any property of the Merging Corporations, the proper and former officers and directors of the Merging Corporations, at the request and expense of the Surviving Corporation, will take all such actions and do all things that may be necessary or appropriate to vest or confirm title to such property in the Surviving Corporation or otherwise carry out the purposes of this Plan.

9 EFFECTIVE DATE


The effective date of this Plan and the date upon which the merger contemplated by this Plan shall become effective shall be when filed by the Secretary of State of Tennessee or as of the close of business on September 30, 1999, whichever event occurs last..

IN WITNESS WHEREOF, the parties have caused their authorized representatives to execute this agreement as of this 27th day of September, 1999.


GERIATRIC RESOURCES, INC.

By 
(Kelly McBryde) Vice President

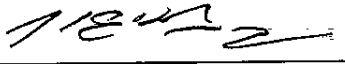
GERIATRIC RESOURCES OF ALABAMA, INC.

By 
(Kelly McBryde) Vice President

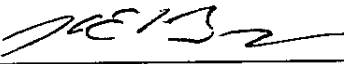
GERIATRIC RESOURCES OF ARKANSAS, INC.

By 
(Kelly McBryde) Vice President


GERIATRIC RESOURCES OF FLORIDA, INC.

By 
(Kelly McBryde) Vice President

GERIATRIC RESOURCES OF KENTUCKY, INC.

By 
(Kelly McBryde) Vice President

GERIATRIC RESOURCES OF MISSISSIPPI, INC.

By 
(Kelly McBryde) Vice President