



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 636118 4340257

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 15, 1997

ORDER TIME : 5:14 PM

ORDER NO. : 636118-005

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.
SMITH, HULSEY & BUSEY

225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

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-12/16/97-01036-013
*****70.00 *****70.00

DOMESTIC FILING

NAME: ELDER HEALTHCARE OF FLORIDA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 AM 11:08

FILED
97 DEC 16 AM 10:05
DIVISION OF CORPORATIONS
12/16/97

ARTICLES OF INCORPORATION
OF
ELDER HEALTHCARE OF FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 AM 11:08

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 this Corporation is Elder Healthcare of Florida, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 800 Prudential Drive, Suite 713, Jacksonville, Florida 32207.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE V-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are M. Richard Lewis, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

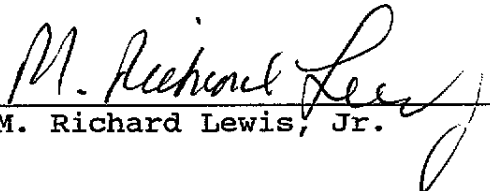
ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of December, 1997.


M. Richard Lewis, Jr.

226606

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, Elder Healthcare of Florida, Inc., 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 Elder Healthcare of Florida, Inc.

2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: M. R. Lewis, Jr.
M. Richard Lewis, Jr.
Vice-President

Date: December 12, 1997

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
97 DEC 16 AM 11:08