

P98000029951

TRANSMITTAL LETTER

March 18, 1998

State of Florida
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/23/98--01112--018
*****78.75 *****78.75

SUBJECT: KC

Enclosed is an **original and one (1) copy of the Articles of Incorporation** for the above named corporation and a check for **\$78.75** in payment of the **filing fee and certificate of incorporation**.

FROM: M. L. von Staudach
Attorney at Law
10371 Regent Circle
Naples, FL 34109-1592
TEL.: 941-597-1266
FAX: 941-597-2651

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR - 1 PM 1:38

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ARTICLES OF INCORPORATION

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:

KC GERIATRIC HEALTHCARE FINANCIAL, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal office of business and mailing address shall be:

**26191 Summer Greens Drive
Bonita Springs, Florida 34135**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **ONE (1,000) THOUSAND**

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

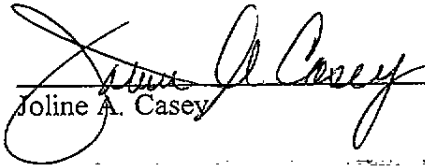
**Joline A. Casey
26191 Summer Greens Drive
Bonita Springs, Florida 34135**

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Joline A. Casey
26191 Summer Greens Drive
Bonita Springs, Florida 34135

The undersigned incorporator has executed these Articles of Incorporation
this 30th day of March, 1998.


Joline A. Casey

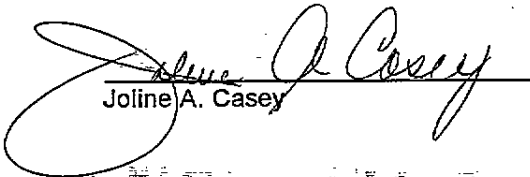
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: **KC GERIATRIC HEALTHCARE FINANCIAL, INC.**
2. The name and address of the registered agent and office is:

**Joline A. Casey
26191 Summer Greens Drive
Bonita Springs, Florida 34135**

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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Joline A. Casey

March 30, 1998

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TALLAHASSEE, FLORIDA