

FLORIDA MANAGEMENT SERVICES

Independent Accountants in Public Practice

P980000 37553

04/21/98

Florida Department of State
Corporate Records
P. O. Box 6327
Tallahassee, Florida 32301

800002497618--7
-04/23/98--01038--013
****122.50 ****122.50

Re: Incorporation Application - MARION HEALTH CENTER, INC.

Attached are the Articles of Incorporation for the above
referenced Corporation and the necessary filing fees as follows:

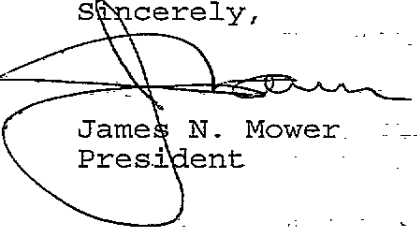
Filing fees:	\$35.00
Designation of Registered Agent:	\$35.00
Certified Copy:	\$52.50

	\$122.50
	=====

FILED
98 APR 23 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please send the certified copy of the articles to the address
below.

Sincerely,


James N. Mower
President

F. CHESSEB APR 27 1998

5201 West Kennedy Blvd., Suite 530, Tampa, Florida 33609
Phone (813) 870-3292 ~ Fax (813) 286-9604 ~ E-Mail FIMgmt@aol.com

ARTICLES OF INCORPORATION

OF

MARION HEALTH CENTER, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name and principal address of the corporation shall be

MARION HEALTH CENTER, INC.

18552 Kingbird Drive
Lutz, Florida 33549

ARTICLE II. NATURE OF BUSINESS

The 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 7,500 shares of common stock having a par value of \$1 per share.

ARTICLE IV. REGISTERED AGENT ADDRESS

The street address of the initial registered office of the corporation shall be:

18552 Kingbird Drive
Lutz, Florida 33549

The name and written acceptance of the initial registered agent of the corporation at that address is as follows:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

Kay Anthousis
Kay Anthousis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is: ____

Director Kay Anthousis
18552 Kingbird Drive
Lutz, Florida 33549

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary Kay Anthousis
18552 Kingbird Drive
Lutz, Florida 33549

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is: Kay Anthousis
18552 Kingbird Drive
Lutz, Florida 33549

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21st day of April, 1998.

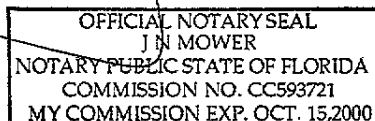
Kay Anthousis

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of April, 1998.

[Signature]
Notary Public, State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA