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G P JENNINGS

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5/27/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: G. PENFIELD JENNINGS, P.A.

ACCT#: 072550003653

CONTACT: G. PENFIELD JENNINGS

PHONE: (813)733-3191

FAX #: (813)733-1897

NAME: S K & D, INC.

AUDIT NUMBER.....H98000009885

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
S K & D, INC.**

The undersigned Incorporator to these Articles of Incorporation, a natural person, competent to contract, does hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME. The name of this Corporation is S K & D, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS. The principal place of business of this Corporation is 202 Hunter Court, Palm Harbor, FL 34684.

ARTICLE III - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV - BUSINESS. This Corporation is organized for the following businesses and purposes:

1. To carry on a general and management consultant and advisory business to the operation of Assisted Living Facilities and/or Nursing Homes and any other lawful business. To maintain personnel for the purpose of consulting with and advising others in all matters relating to the operation of Assisted Living Facilities and/or Nursing Homes. To furnish plans and programs, to formulate policies, and generally to advise and assist others under contract or otherwise, in the management of Assisted Living Facilities and/or Nursing Homes.
2. To acquire by purchase, lease or otherwise, and to own, hold, invest in, lease, mortgage or otherwise encumber, sell, exchange, assign, convey or otherwise transfer personal property and interests therein, of every kind and description, and whether corporeal or incorporeal.
3. To buy, sell and otherwise negotiate negotiable instruments and choses.
4. To purchase, acquire, exchange, hold, sell, assign, transfer mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities, evidences of indebtedness created by any corporation or corporations organized under the laws of this State or of any other state or district, and also any bonds, notes, contracts, or other obligations of individuals, and while the owners thereof to exercise all rights, powers and privileges of ownership, including the right to vote said stock and to buy and sell personal property.

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5. To lend money secured by mortgage or other security, or without security, to borrow money for the purpose of investment or for any of the purposes of this Corporation and to issue bonds, debenture stock, notes, or other obligations therefor and to secure same by pledge or mortgage of any part of its assets, or to issue bonds, debentures or debenture stock, notes or other obligations without any such security.

6. To purchase, sell and transfer shares of its own capital stock.

7. To carry on any other lawful business whatsoever which may seem to the Corporation capable of being carried on in connection with any of the above or calculated directly or indirectly to promote the interests of the Corporation or to enhance the value of its holdings.

8. In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the General Corporation Acts of the State of Florida, and any acts amendatory thereto, and to do all other acts to the same extent as natural persons might or could do.

ARTICLE V - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is One Thousand (1,000) shares of capital stock of the par value of \$0.01 each, all of which shall have the same rights and privileges.

ARTICLE VI - PREEMPTIVE RIGHTS. The Shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation is: 202 Hunter Court, Palm Harbor, Florida 34684, and the name of the individual registered agent of this Corporation at that address is: Cornelia Dahlmann. The Corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town in this state or any other State or Country, as may be approved by its Board of Directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS. This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The

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name and address of the Directors of this Corporation are:

ARON SCHLAU
Baywood Drive
Dunedin, Florida 34698

CORNELIA DAHLMANN
202 Hunter Court
Palm Harbor, Florida 34684

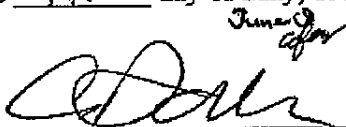
KATHRYN KANE
536 Scotland Street
Dunedin, Florida 34698

ARTICLE IX - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

CORNELIA DAHLMANN
202 Hunter Court
Palm Harbor, Florida 34684

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of S K & D, INC. this 4th day of May, 1998.

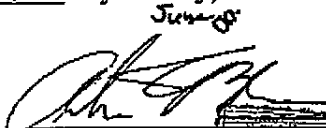
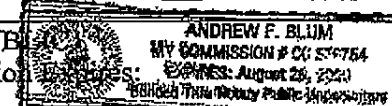


CORNELIA DAHLMANN, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify that on this day personally appeared before me, an officer duly ~~authorized to administer oaths and take acknowledgments~~, CORNELIA DAHLMANN, to me personally known and known to me to be the individual described in (or who produced _____ as identification), who took an oath and who acknowledged that the instrument was freely and voluntarily executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 4th day of May, 1998.


NOTARY PUBLIC
My Commission Expires: August 26, 2001


ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation. I am familiar with, and accept the obligations of,

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Section 607.0505 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Registered Agent has executed these Articles of Incorporation of S K & D, Inc. this 4th day of June, 1998.



CORNELIA DAHLMANN
Registered Agent

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TALLAHASSEE FLORIDA

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