

06/18/98 THU 15:14 FAX

JOHNSON BLAKELY

P98000054843

6/15/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:17 PM

((H98000011136 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURN ACCT#:
076666002140

CONTACT: LANA CAHILL

PHONE: (813)461-1818

FAX #: (813)441-8617

NAME: SKILLED SERVICES CORPORATION OF ARIZONA

AUDIT NUMBER.....H98000011136

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

CERT. OF STATUS..0 PAGES..... 5

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

EFFECTIVE DATE

6-15-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 19 AM 8:58

FILED

me 6/19/98

06/18/98 THU 15:15 FAX

JOHNSON BLAKELY

002



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1998

JOHNSON BLAKELY POPE ET AL

SUBJECT: SKILLED SERVICES CORPORATION OF ARIZONA
REF: W98000013758

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 6 states there will be 3 director(s), whereas 2 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX And. #: H98000011136
Letter Number: 098A00033339

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

EFFECTIVE DATE

6-15-98

H98000011136

ARTICLES OF INCORPORATION
OF
SKILLED SERVICES CORPORATION OF ARIZONA

ARTICLE I

NAME

The name of this corporation is SKILLED SERVICES CORPORATION OF ARIZONA.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation will be:

11300 - 4th Street North
Suite 200
St. Petersburg, FL 33716.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Dollars (\$1.00) par value common stock.

Prepared by:

Michael T. Cronin, Esq.
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, FL 33756
Bar No. 0469841
(813) 461-18181

H98000011136

H98000011136

ARTICLE IV

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are MICHAEL T. CRONIN, c/o Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A., 911 Chestnut Street, Clearwater, FL 33756. The Registered Agent by his execution of these Articles of Incorporation as incorporator accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of §607.325, Florida Statutes.

ARTICLE V

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are MICHAEL T. CRONIN, c/o Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A., 911 Chestnut Street, Clearwater, FL 33756.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have ~~two~~ directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation are M. STEVEN SEMBLER and DARIAN W. JOHNSON, 11300 - 4th Street North, Suite 200, St. Petersburg, FL 33716.

ARTICLE VII

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

H98000011136

ARTICLE VIII

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes §607.394 and the Bylaws.

ARTICLE XII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder

who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIV

ONLY SUB CHAPTER S QUALIFIED STOCKHOLDERS

Only individuals and certain entities that allow the Corporation to be taxed as an S Corporation as defined in Section 1361 of the Internal Revenue Code (1986), as amended, may be stockholders of the Corporation. Any attempted transfer of the Corporation's stock to an individual or entity that is not a permitted S Corporation shareholder or any attempted transfer would cause a termination of the Corporation's S Corporation election shall be void ab initio and not recognized on the books and records of the Corporation.

H98000011136


IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 15th day of June, 1998.


MICHAEL T. CRONIN/INCORPORATOR

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, 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 and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated:

June 15, 1998


MICHAEL T. CRONIN
REGISTERED AGENT

MTC/ej/159283

FILED
98 JUN 19 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000011136