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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Tandem Health Care Corporation of Indiana River, Inc

Profit - ~~Parts~~

NonProfit

Limited Liability Company

Foreign

Limited Partnership

Reinstatement

Limited Liability Partnership

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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

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ARTICLES OF INCORPORATION

OF

TANDEM HEALTH CARE CORPORATION OF INDIAN RIVER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Tandem Health Care of Indian River, Inc. The address of the principal office of this corporation shall be 2040 Winter Springs Boulevard, Oviedo, Florida 32765, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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, 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 one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2040 Winter Springs Boulevard, Oviedo, Florida 32765, and the name of the initial registered agent of the corporation at that address is Tandem Health Care, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is Lawrence R. Deering, Cherrington Corporate Center, 200 Corporate Center Drive, Suite 360, Moon Township, Pennsylvania 15108.

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ALACHUA COUNTY, FLORIDA
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ARTICLE VII. NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

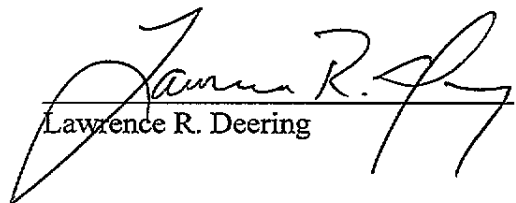
ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors of this corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor is elected is as follows:

Mr. Lawrence R. Deering
Cherrington Corporate Center
200 Corporate Center Drive, Suite 360
Moon Township, PA 15108

Joseph D. Conte
550 Via Lugano
Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of July, 1999.

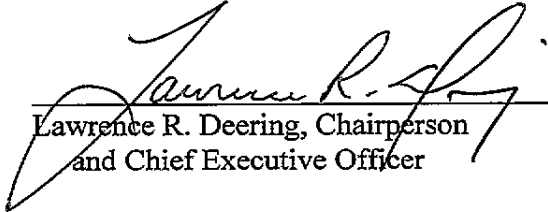

Lawrence R. Deering

ACCEPTANCE BY THE REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION.

Tandem Health Care, Inc., a Pennsylvania corporation authorized to transact business in the State of Florida, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Dated: July 21, 1999

TANDEM HEALTH CARE, INC.


Lawrence R. Deering, Chairperson
and Chief Executive Officer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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