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Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

Account Number : 075350000353

Phone : (212) 431-5000

Fax Number : (212) 431-1441

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FLORIDA PROFIT CORPORATION OR P.A.**BayWood Nursing Center, Inc.**

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ARTICLES OF INCORPORATION
OF

BayWood Nursing Center, Inc.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **BayWood Nursing Center, Inc.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, with no par value.
5. The principal physical and mailing address of the corporation will be: **4435 Old Winter Garden Road, Orlando, FL 32802** and the name of its initial registered agent at such address is: **Blumberg Excelsior Corporate Service, Inc.**
6. The name and address of the sole incorporator is: **Michele L. Burton, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: November 22, 1999


Michele L. Burton
Sole Incorporator

Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000

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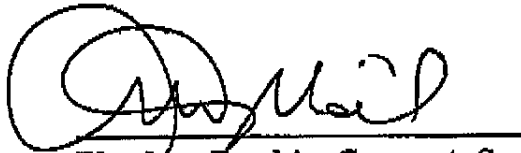
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent for **BayWood Nursing Center, Inc.** the within named corporation.

Dated: November 22, 1999



**Blumberg Excelsior Corporate Services, Inc.
Marc Moel, Assistant Secretary
Registered Agent**

**Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000**

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