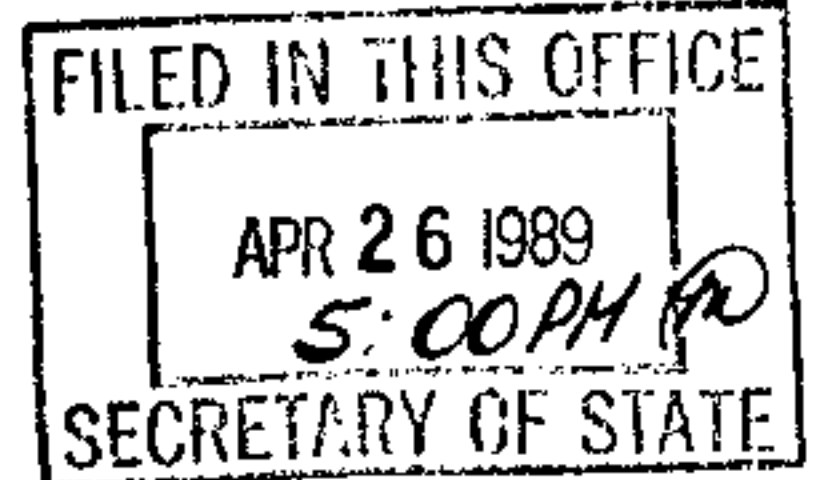


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ARTICLES OF MERGER
of



ESTES NURSING HOMES, INC.
(an Alabama Corporation),

HUNTSVILLE NURSING HOME, INC.
(an Alabama Corporation),

LYNWOOD NURSING HOME, INC.
(an Alabama Corporation), and

WESSEX HOUSE OF GADSDEN, INC.
(an Alabama Corporation)

and

WESSEX CARE CORPORATION
(a Delaware Corporation)

To the Secretary of State
State of Alabama

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Pursuant to the provisions of the Alabama Business Corporation Act governing the merger of one or more domestic business corporations with and into a foreign business corporation, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging corporations are Estes Nursing Homes, Inc., an Alabama corporation, Huntsville Nursing Home, Inc., an Alabama corporation, Lynwood Nursing Home, Inc., an Alabama corporation, and Wessex House of Gadsden, Inc., an Alabama corporation, all of which are business corporations organized under the laws of the State of Alabama, and all of which are subject to the provisions of the Alabama Business Corporation Act, and Wessex Care Corporation, a Delaware corporation, which is a business corporation organized under the laws of the State of Delaware.

2. The following Agreement of Merger annexed hereto and made a part hereof is the plan of merger for merging Estes Nursing Homes, Inc., an Alabama corporation, Huntsville Nursing Home, Inc., an Alabama corporation, Lynwood Nursing Home, Inc., an Alabama corporation, and Wessex House of Gadsden, Inc., an Alabama corporation with and into Wessex Care Corporation, a Delaware corporation, as approved by resolution of the Board of Directors of each of said corporations.

Mrs. Ethleen Bazzell
Capell, Howard, Knabe & Cobbs
57 Adams Avenue
Montgomery, AL 36104

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3. The number of shares of each constituent corporation which were outstanding at the time of the approval of the Agreement of Merger and all of which are of one class is as follows:

<u>Corporation</u>	<u>Shares Outstanding</u>
Estes Nursing Homes, Inc.	1,000
Huntsville Nursing Home, Inc.	100
Lynwood Nursing Home, Inc.	100
Wessex House of Gadsden, Inc.	1,000
Wessex Care Corporation	100

The number of the aforesaid shares voted for and against the Agreement of Merger is as follows:

<u>Corporation</u>	<u>For</u>	<u>Against</u>
Estes Nursing Homes, Inc.	1,000	0
Huntsville Nursing Home, Inc.	100	0
Lynwood Nursing Home, Inc.	100	0
Wessex House of Gadsden, Inc.	1,000	0
Wessex Care Corporation	100	0

4. The laws of the jurisdiction of organization of Wessex Care Corporation, a Delaware corporation, permit the merger of a business corporation of another jurisdiction with and into a business corporation of Delaware; and the merger of Estes Nursing Homes, Inc., an Alabama corporation, Huntsville Nursing Home, Inc., an Alabama corporation, Lynwood Nursing Home, Inc., an Alabama corporation, and Wessex House of Gadsden, Inc., an Alabama corporation with and into Wessex Care Corporation, a Delaware corporation is in compliance with the laws of Delaware.

5. Wessex Care Corporation, a Delaware corporation, will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization.

6. Wessex Care Corporation, a Delaware corporation, does hereby agree that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of Estes Nursing Homes, Inc., an Alabama corporation, Huntsville Nursing Home, Inc., an Alabama corporation, Lynwood Nursing Home, Inc., an Alabama corporation, and Wessex House of Gadsden, Inc., an Alabama corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of Estes Nursing Homes, Inc., an Alabama corporation, Huntsville Nursing Home, Inc., an Alabama corporation, Lynwood Nursing Home, Inc., an Alabama corporation, and Wessex House of Gadsden, Inc., an Alabama corporation, against Wessex Care Corporation, a Delaware corporation; does hereby irrevocably appoint the Secretary of State of the State of Alabama as its agent to accept service of process

in any such proceeding; and does hereby agree that it will promptly pay to the dissenting shareholders of Estes Nursing Homes, Inc., an Alabama corporation, Huntsville Nursing Home, Inc., an Alabama corporation, Lynwood Nursing Home, Inc., an Alabama corporation, and Wessex House of Gadsden, Inc., an Alabama corporation the amount, if any, to which they shall be entitled under the provisions of the Alabama Business Corporation Act with respect to the rights of dissenting shareholders.

7. The counties in the State of Alabama in which the incorporation documents of each of Estes Nursing Homes, Inc., an Alabama corporation, Huntsville Nursing Home, Inc., an Alabama corporation, Lynwood Nursing Home, Inc., an Alabama corporation, and Wessex House of Gadsden, Inc., an Alabama corporation are filed are as follows:

<u>Corporation</u>	<u>County</u>
Estes Nursing Homes, Inc.	Shelby
Huntsville Nursing Home, Inc.	Madison
Lynwood Nursing Home, Inc.	Madison
Wessex House of Gadsden, Inc.	Montgomery

Executed on April 25, 1989.

WESSEX CARE CORPORATION

By: Edward K. Wissing
Edward K. Wissing, President

ATTEST:

By: Mary Margaret Hamlett
Mary Margaret Hamlett,
Secretary

ESTES NURSING HOMES, INC.,
HUNTSVILLE NURSING HOME, INC.,
LYNWOOD NURSING HOME, INC.,
and
WESSEX HOUSE OF GADSDEN, INC.,

By: Edward K. Wissing
Edward K. Wissing, President

ATTEST:

By:

Mary Margaret Hamlett
Mary Margaret Hamlett,
Secretary

STATE OF TENNESSEE)

COUNTY OF Williamson)

S.S.:

Before me, the undersigned authority in and for said County and State, personally appeared Edward K. Wissing and Mary Margaret Hamlett, who being by me first duly sworn, doth depose and say that they are respectively the President and Secretary of each of Estes Nursing Homes, Inc., an Alabama corporation, Huntsville Nursing Home, Inc., an Alabama corporation, Lynwood Nursing Home, Inc., an Alabama corporation, and Wessex House of Gadsden, Inc., an Alabama corporation, and that the foregoing statements contained in this document are true, full and correct.

Mary Margaret Hamlett
(Signature of Officer)

Subscribed and sworn to before me this 25th day of April, 1989.

Ruth Arnold
Notary Public

My Commission Expires:

March 11, 1991

STATE OF TENNESSEE)

COUNTY OF Williamson)

S.S.:

Before me, the undersigned authority in and for said County and State, personally appeared Edward K. Wissing and Mary Margaret

Hamlett, who being by me first duly sworn, doth depose and say that they are respectively the President and Secretary of each of Wessex Care Corporation, a Delaware corporation, and that the foregoing statements contained in this document are true, full and correct.

Mary Margaret Hamlett
(Signature of Officer)

Subscribed and sworn to before me this 25th day of April, 1989.

Ruth Arnold
Notary Public

My Commission Expires:

March 11, 1991

The foregoing Articles of Merger were prepared by:
Glen Allen Civitts
Harwell Martin & Stegall
A Professional Corporation
172 Second Avenue North
P. O. Box 2960
Nashville, Tennessee 37219

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GAC/c3

AGREEMENT OF MERGER

This Agreement of Merger (the "Merger Agreement") is entered into by and among Wessex Corporation of Dover, a Tennessee corporation, Wessex Corporation of New Tazewell, a Tennessee corporation, Wessex Corporation of Phenix City, a Tennessee corporation, Wessex Corporation of Smyrna, a Tennessee corporation, Wessex House of Gadsden, Inc., an Alabama corporation, Estes Nursing Homes, Inc., an Alabama corporation, Lynwood Nursing Home, Inc., an Alabama corporation and Huntsville Nursing Home, Inc., an Alabama corporation (collectively the "Subsidiaries") and Wessex Care Corporation, a Delaware corporation ("Wessex Care");

WHEREAS, the Subsidiaries are all indirect subsidiaries of Wessex Care;

WHEREAS, the Boards of Directors of each of the Subsidiaries and of Wessex Care have determined that it is in the best interest of each to merge (the "Merger") said Subsidiaries into Wessex Care;

NOW, THEREFORE, the parties hereto agree as follows:

1. Terms and Condition of Merger; Method of Effecting Merger. Upon the Effective Date (as hereinafter defined) each of the Subsidiaries and Wessex Care shall be merged into a single corporation with Wessex Care being the surviving corporation. The Merger shall be effected by the filing of a Certificate of Merger of substantially the form attached hereto as Exhibit "A" with the Delaware Secretary of State and by the filing of the Articles of Merger of substantially the same form attached hereto as Exhibit "B" with the Secretary of State of Tennessee and the Secretary of

State of Alabama, as appropriate.

2. Manner of Converting Shares of Subsidiaries' Stock.

All of the issued and outstanding shares of Common Stock of each of the Subsidiaries, at the Effective Date, shall, as of the Effective Date, by virtue of the Merger and without any action on the part of each respective Subsidiary, be converted into the outstanding and issued shares of Wessex Care which shall remain outstanding after the Merger as shares of the surviving corporation. The separate corporate existence of each of the Subsidiaries shall cease as of the Effective Date.

3. Assumption of Rights and Liabilities by Wessex Care.

Upon the Effective Date, the Subsidiaries shall be merged into Wessex Care and Wessex Care shall assume all of each of the Subsidiaries respective obligations. All rights, powers, privileges of each Subsidiary and all debts due to each Subsidiary shall be vested in Wessex Care as the surviving corporation.

4. Corporate Governance; Officers and Directors. The Certificate of Incorporation and the Bylaws of Wessex Care as existed prior to the Merger shall without any change or amendment be the Certificate of Incorporation and Bylaws of Wessex Care as the surviving corporation and the officers and directors of Wessex Care prior to the Merger shall continue to be the officers and directors of Wessex Care as the surviving corporation.

5. Effective Date. The effective date and time of the Merger for accounting, tax reimbursement and/or internal purposes shall be the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned have caused this Merger Agreement to be executed by their duly authorized officers as of the 25th day of April, 1989.

WESSEX CARE CORPORATION

By: Edward K. Wissing
Edward K. Wissing, President

WESSEX CORPORATION OF DOVER,
WESSEX CORPORATION OF NEW TAZEWELL,
WESSEX CORPORATION OF PHENIX CITY,
WESSEX CORPORATION OF SMYRNA,
WESSEX HOUSE OF GADSDEN, INC.,
ESTES NURSING HOMES, INC.,
LYNWOOD NURSING HOME, INC.,
and
HUNTSVILLE NURSING HOME, INC.

By: Edward K. Wissing
Edward K. Wissing, President
of Each Corporation

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EXHIBIT "A"

Form of Delaware Certificate of Merger omitted for purposes of filing with Alabama Secretary of State.

EXHIBIT "B"

Form of Tennessee Articles of Merger omitted for purposes of filing with Alabama Secretary of State. Form of Alabama Articles of Merger is attached hereto in the front of this document.

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GAC\3\jys
Merger.WSX

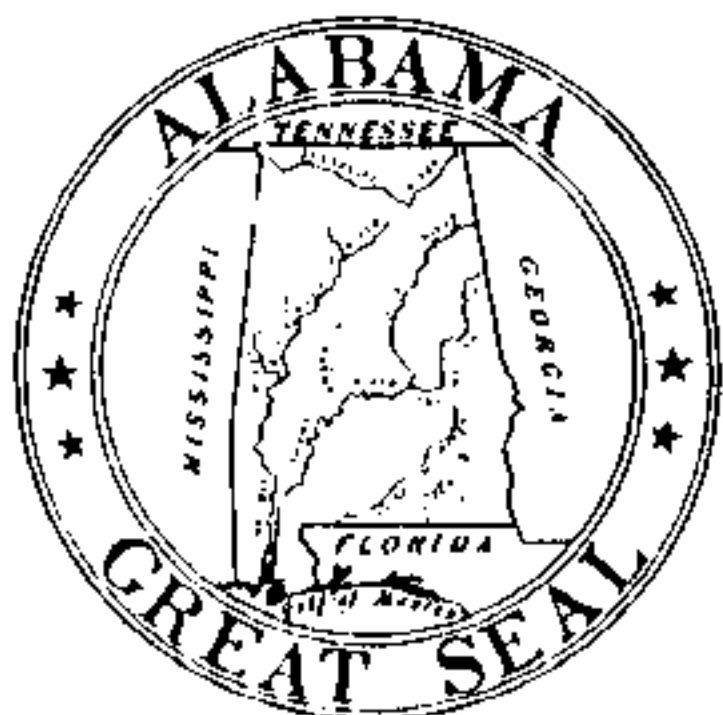


STATE OF ALABAMA

I, FRED C. CRAWFORD, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging Estes Nursing Homes, Inc., Huntsville Nursing Home, Inc., Lynwood Nursing Home, Inc. and Wessex House of Gadsden, Inc., all Alabama corporations, into Wessex Care Corporation, a Delaware corporation

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duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Estes Nursing Homes, Inc., Huntsville Nursing Home, Inc., Lynwood Nursing Home, Inc. and Wessex House of Gadsden, Inc. into Wessex Care Corporation and attaches hereto a duplicate original of the Articles of Merger.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 26, 1989

Date
Fred C. Crawford
Fred C. Crawford

Secretary of State

Secretary of State
State of Alabama

STATE OF ALA. SHELBY CO. I hereby certify that this is a true
I CERTIFY THIS and complete copy of the document filed in
INSTRUMENT WAS FILED this office on April 26, 1989

89 MAY -2 AM 8:50

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Dated 4-26-89

Fred C. Crawford

Fred C. Crawford
Secretary of State

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Rec 25.00
Jud 1.00
26.00