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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BROOKS SKILLED NURSING, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, BROOKS SKILLED NURSING, INC., a Florida not for profit corporation (the "Corporation"), adopts the following articles of amendment to its articles of incorporation:

1. Subsection (a) to Article II of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"(a) The Corporation is organized exclusively for charitable, scientific, medical and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the Corporation is to provide medical and other care including, without limitation, by owning, operating and managing long-term care facilities that provide skilled nursing care, non-skilled and custodial care and assisted living services."

2. The date of the adoption of the amendment was May 23, 2011.

3. The amendment was adopted by the Board of Directors following the approval of Genesis Health, Inc., the sole Member of the Corporation.

IN WITNESS WHEREOF, the undersigned officer of Brooks Skilled Nursing, Inc. hereby certifies that these Articles of Amendment were adopted by the Corporation effective as of May 23, 2011.

BROOKS SKILLED NURSING, INC.

By: Michael Spigel
Name: Michael Spigel
Title: President