

Number Only

95000005400

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

SECRET
SECTION 3 PM 1:17

Profit

NonProfit

Limited Liability Company

Foreign

Limited Partnership

Reinstatement

Certified Copy

Call When Ready

Walk In

Mail Out

Amendment

Dissolution/Withdrawal

Annual Report

Reservation

Photo Copies

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Will Wait

Merger

Mark

Other

Change of R.A.

Fictitious Name

CUS/ G/S

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Updater
Verifier
Acknowledgment
W P Verifier

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Staff Replacement Services, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Pennsylvania 3. 33-2147077
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 15, 1993 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 148 West State Street
Kennett Square, PA 19348
(Current mailing address)
8. to provide temporary nursing services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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SECRETARY OF STATE
95 NOV -3 PM 17

9. Name and street address of Florida registered agent:

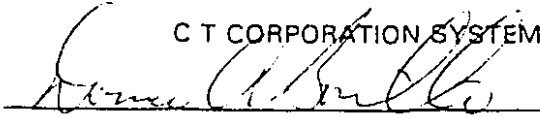
Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)
Dominic A. Borriello Assistant Secretary
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS See Attached Rider

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS See Attached Rider

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer _____

Address _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *George V. Hager, Jr.*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George V. Hager, Jr., Senior Vice President and Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATE FILINGS
95 NOV -3 PM 1:17

Staff Replacement Services, Inc.

DIRECTORS

NAME	TITLE	BUSINESS ADDRESS	HOME ADDRESS
Michael R. Walker	Chairman and Chief Executive Officer	148 West State Street Kennett Square, PA 19348	228 N. Garfield St. Kennett Square, PA 19348
Richard R. Howard	Chief Operating Officer	148 West State Street Kennett Square, PA 19348	93 W. Seven Stars Rd. Spring City, PA 19475

OFFICERS

NAME	TITLE	BUSINESS ADDRESS	HOME ADDRESS
Michael R. Walker	Chairman and Chief Executive Officer	148 West State Street Kennett Square, PA 19348	228 N. Garfield St. Kennett Square, PA 19348
Corrine A. Duncan	President	540 Meadow Street Extension 2nd Floor Agawam, MA 01001	23 Overbrook Road East Longmeadow, MA 01028
George V. Hager Jr.	Senior Vice President and Chief Financial Officer	148 West State St Kennett Square, PA 19348	351 Bellvue Road Haddonfield, NJ 08033
Kenneth K. Kuhnle	Vice President and Treasurer	148 West State Street Kennett Square, PA 19348	19 Carriage Drive Downingtown, PA 19355
Ira C. Gubernick	Secretary	148 West State St Kennett Square, PA 19348	118 Windsor Avenue Melrose Park, PA 19126
Maureen Gimpel Maley	Assistant Secretary	148 West State St. Kennett Square, PA 19348	613 Creekside Lane Wallingford, PA 19086

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SECRETARY OF STATE
DIVISION OF BUSINESS



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

OCTOBER 24, 1995

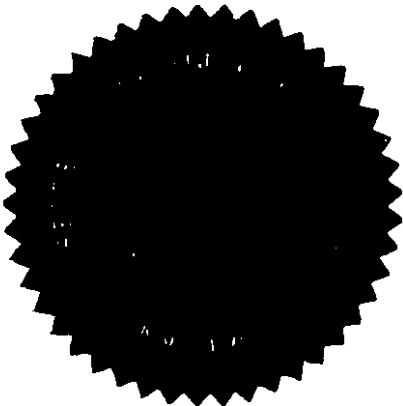
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

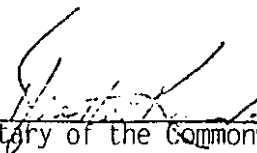
STAFF REPLACEMENT SERVICES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

FILED
SECRETARY OF STATE
DIVISION OF CERTIFICATES
95 NOV -3 PM 1:17



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.


Secretary of the Commonwealth
PHEG

F9500005400

Document Number Only

RECEIVED
96 APR 15 PM 12:37
DIVISION OF CORPORATION

FILED
96 APR 15 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
30000-04/15/96-0092-022
*****35.00 *****35.00

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

Staff Replacement Services, Inc.
 Changed Name to:
 Genesis Eldercare Staffing Services, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
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- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

4/15/96

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Handwritten signature and date 4/15

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
96 APR 15 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. ~~Staff Replacement Services, Inc.~~
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Pennsylvania
3. Date authorized to do business in Florida: November 3, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

April 5, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Genesis Eldercare Staffing Services, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Ira C. Gubernick
Signature
Name and Title

4/4/96
Date

Ira C. Gubernick, Esquire



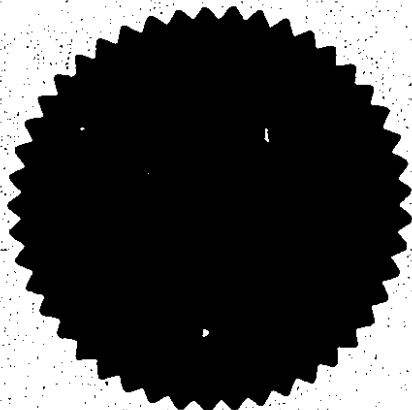
COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 09, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on April 5, 1996 for STAFF REPLACEMENT SERVICES, INC., a Pennsylvania corporation, incorporated September 15, 1993, whereby the corporate name was changed to GENESIS ELDERCARE STAFFING SERVICES, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "Gretta Knebel".

Secretary of the Commonwealth

CFEN