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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE: 11/30

900003481449--2
-11/30/00--01052--011
****175.00 ****175.00

Corporation(s) Name
Manor Care of Broward, Inc.
Manor Care of Broward, Inc.
Manor Care of Dade, Inc.
Manor Care of Lee, Inc.
Manor Care of Orange County, Inc.

900003481449--2
-11/30/00--01052--012
****35.00 ****35.00

Merging into
Manorcare Health Services, Inc.

☐ Profit ☐ Amendment ☒ Merger
☐ Nonprofit

☐ Foreign ☐ Dissolution ☐ Mark
☐ LLC ☐ Withdrawal ☒ EFFECTIVE DATE
12-31-00

☐ Limited Partnership ☐ UBR ☐ Other
☐ Reinstatement ☐ Fictitious Name ☐ Ch. RA
☐ UCC ☐ 1 or ☐ 3

***Special Instructions**

☐ Certified Copy ☐ Photocopies ☐ CUS
☐ arts/ameds/mergers ☐ Other-See Above

☒ Walk in ☒ Pick-up ☐ Will Wait

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Copies To:

Carol Clark

Thank You!

Q. O'GALLIETTE NOV 30 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

MANOR CARE OF BREVARD, INC., a Florida corporation, H34149

MANOR CARE OF BROWARD, INC., a Florida corporation, H34148

MANOR CARE OF DADE, INC., a Florida corporation, H34160

MANOR CARE OF LEE, INC., a Florida corporation, H34174

MANOR CARE OF ORANGE COUNTY, INC., a Florida corporation, H25879

into

MANORCARE HEALTH SERVICES, INC., a Delaware entity 854957

File date: November 30, 2000 , effective December 31, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>ManorCare Health Services, Inc.</u>	<u>Delaware</u>

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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Manor Care of Brevard, Inc.</u>	<u>Florida</u>
<u>Manor Care of Broward, Inc.</u>	<u>Florida</u>
<u>Manor Care of Dade, Inc.</u>	<u>Florida</u>
<u>Manor Care of Lee, Inc.</u>	<u>Florida</u>
<u>Manor Care of Orange County, Inc.</u>	<u>Florida</u>

EFFECTIVE DATE
12-31-00

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 18, 2000

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

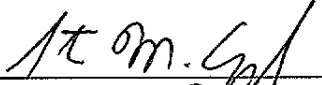

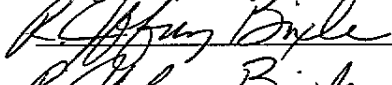
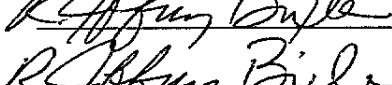
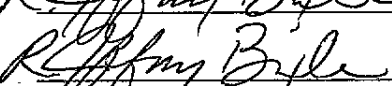
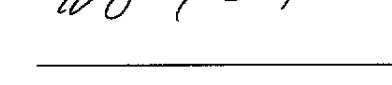
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 18, 2000

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
ManorCare Health Services, Inc.		Steven M. Cavanaugh, Vice President
Manor Care of Brevard, Inc.		R. Jeffrey Bixler, Vice President/Secretary
Manor Care of Broward, Inc.		R. Jeffrey Bixler, Vice President/Secretary
Manor Care of Dade, Inc.		R. Jeffrey Bixler, Vice President/Secretary
Manor Care of Lee, Inc.		R. Jeffrey Bixler, Vice President/Secretary
Manor Care of Orange County, Inc.		R. Jeffrey Bixler, Vice President/Secretary

PLAN OF MERGER

Plan
AGREEMENT OF MERGER

This **AGREEMENT OF MERGER**, dated this 18th day of August, 2000, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between ManorCare Health Services, Inc., a Delaware corporation and the following:

<u>Name</u>	<u>State</u>
Americana Healthcare Center of DuPage County, Inc.	IL
Americana Healthcare Center of Lake County, Inc.	IL
Bowling Green Inn of St. Tammany, Inc.	LA
Cenco Care Corporation	NV
Center Pavillion Hospital Corporation	TX
J. Lewis Small Company, Inc.	IN
Joliet Americana, Inc.	DE
Manor Care of Bethesda, Inc.	MD
Manor Care of Brevard, Inc.	FL
Manor Care of Broward, Inc.	FL
Manor Care of California, Inc.	CA
Manor Care of Colorado, Inc.	CO
Manor Care of Dade, Inc.	FL
Manor Care of Kentucky, Inc.	DE
Manor Care of Lee, Inc.	FL
Manor Care of Nebraska, Inc.	DE
Manor Care of Orange County, Inc.	FL
MHC Second Acquisition Corp.	DE
MHC Fifth Acquisition Corp.	DE
MHC Fourth Acquisition Corp.	DE
MHC Sixth Acquisition Corp.	DE
MHC Third Acquisition Corp.	DE
PE Liquidating Corp.	PA
Rehab Source, Inc.	IL

WHEREAS, all of the above-named subsidiary corporations desire to merge into a single corporation; and the terms and conditions of said merger and the mode of carrying same into effect are set forth in this Agreement of Merger.

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: ManorCare Health Services, Inc. ("MCHS" or the "parent corporation"), owning 100% of each class of the outstanding shares of Americana Healthcare Center of DuPage County, Inc.; Americana Healthcare Center of Lake County, Inc.; Bowling Green Inn of St. Tammany, Inc.; Cenco Care Corporation; Center Pavilion Hospital Corporation; J. Lewis Small Company, Inc.; Joliet Americana, Inc.; Manor Care of Bethesda, Inc.; Manor Care of Brevard, Inc.; Manor Care of Broward, Inc.; Manor Care of California, Inc.; Manor Care of Colorado, Inc.; Manor Care of Dade, Inc.; Manor Care of Kentucky, Inc.; Manor Care of Lee, Inc.; Manor Care of Nebraska, Inc.; Manor Care of Orange County, Inc.; MHC Second Acquisition Corp.; MHC Fifth Acquisition Corp.; MHC Fourth Acquisition Corp.; MHC Sixth Acquisition Corp.; MHC Third Acquisition Corp.; PE Liquidating Corp. and Rehab Source, Inc. (the "subsidiary corporations") agreed that the subsidiary corporations shall be and hereby are merged into the parent corporation.

SECOND: The Articles of Incorporation of ManorCare Health Services, Inc. as in effect on the date of merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the subsidiary corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the surviving corporation, which are issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) Each share of common stock of the subsidiary corporations which are issued and outstanding immediately prior to the effective date shall be canceled and retired, and no payment shall be made with respect thereto.
- (c) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) The effective date of the merger is December 31, 2000.

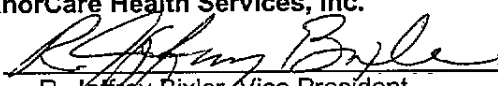
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporations shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporations shall be as effectively the property of the surviving corporation. The merged corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: The surviving corporation may be served with process in the State of Delaware in any processing for enforcement of any obligation of the subsidiary corporations as well as for enforcement of any obligations of the surviving corporation arising from the merger, including any suit or other proceedings to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 262 of Title 8 of the Delaware Code and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 333 North Summit Street, Toledo, OH 43604, Attn: R. Jeffrey Bixler, General Counsel, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said Manor Care Health Services, Inc.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by the Vice President of each party hereto as the respective act, deed and agreement of each said corporations, on this 18th day of August, 2000.

ManorCare Health Services, Inc.

By


R. Jeffrey Bixler, Vice President

Americana Healthcare Center of DuPage County, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Americana Healthcare Center of Lake County, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Bowling Green Inn of St. Tammany, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Cenco Care Corporation

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Center Pavilion Hospital Corporation

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

J. Lewis Small Co.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Joliet Americana, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Manor Care of Bethesda, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Manor Care of Brevard, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Manor Care of Broward, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Manor Care of California, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Manor Care of Colorado, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Manor Care of Dade, Inc.

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Manor Care of Kentucky, Inc.

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Manor Care of Lee, Inc.

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Manor Care of Nebraska, Inc.

By R. Jeffrey Bixler
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Manor Care of Orange County, Inc.

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MHC Second Acquisition Corp.

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R. Jeffrey Bixler, Vice President

MHC Fifth Acquisition Corp.

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R. Jeffrey Bixler, Vice President

MHC Fourth Acquisition Corp.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

MHC Sixth Acquisition Corp.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

MHC Third Acquisition Corp.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Moorhead Nursing Homes, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

PE Liquidating Corp.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President

Rehab Source, Inc.

By R. Jeffrey Bixler
R. Jeffrey Bixler, Vice President