

854957

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Account Name : C T CORPORATION SYSTEM
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MERGER OR SHARE EXCHANGE

MANORCARE HEALTH SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$105.00

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ManorCare Health Services, Inc.	Delaware	854957

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Manor Care of Florida, Inc.	Florida	H62792
Manor Care of Boynton Beach, Inc.	Florida	F71887

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Third: The Agreement of Merger is attached.

Fourth: The merger shall become effective on December 31, 2006.

Fifth: The Agreement of Merger was adopted by the board of directors of the surviving corporation on September 1, 2005 and shareholder approval was not required.

Sixth: The Agreement of Merger was adopted by the board of directors of the merging Corporations on September 1, 2005 and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name & Title</u>
ManorCare Health Services, Inc..		Richard A. Parr Vice President/Secretary
Manor Care of Florida, Inc.		David K. Nees Assistant Secretary
Manor Care of Boynton Beach, Inc.		David K. Nees Assistant Secretary

AGREEMENT OF MERGER

This **AGREEMENT OF MERGER**, dated this 1st day of September, 2006, pursuant to Section 252 of the General Corporation Law of the State of Delaware, is between ManorCare Health Services, Inc., a Delaware corporation (the "Parent Corporation") and Manor Care of Florida, Inc. and Manor Care of Boynton Beach, Inc., hereinafter referred to as ("Subsidiary Corporations").

WHEREAS, the Subsidiary Corporations desire to merge into the Parent Corporation;

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: The Parent Corporation, owning directly or indirectly 100% of each class of the outstanding shares of the Subsidiary Corporations, and the Subsidiary Corporations agree that the Subsidiary Corporations shall be and hereby are merged into the Parent Corporation, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of the Parent Corporation will remain in full force and effect without any amendments as a result of the merger.

THIRD: The manner of converting the outstanding shares of the capital stock of the Subsidiary Corporations shall be as follows:

(a) Each share of common stock of the Parent Corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged Subsidiary Corporations which shall be outstanding on the effective date of this Agreement, and all rights in respect thereto, shall forthwith be cancelled.

(c) On the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged Subsidiary Corporations shall surrender the same to the Parent Corporation.

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

(a) The by-laws of the Parent Corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the Parent Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Parent Corporation shall continue in office until the next annual meeting of directors and shareholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon December 31, 2006.

(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 Subsidiary Corporations shall be transferred to, vested in and devolve upon the Parent Corporation without further act or deed and all property, rights, and every other interest of the Parent Corporation and the merged Subsidiary Corporations shall be as effectively the property of the Parent Corporation as they were of the Parent Corporation and the merged Subsidiary Corporations respectively. The merged Subsidiary Corporations hereby agree from time to time, as and when requested by the Parent 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 Parent Corporation may deem to be necessary or desirable in order to vest in and confirm to the Parent Corporation title to and possession of any property of the merged Subsidiary Corporations 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 Subsidiary Corporations and the proper officers and directors of the Parent Corporation are fully authorized in the name of the merged Subsidiary Corporations or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this agreement to be executed by the proper officers of each party hereto as the respective act, deed and agreement of said corporations on this 1st day of September, 2006.

ManorCare Health Services, Inc.

By: 

Richard A. Parr
Vice President/Secretary

Manor Care of Florida, Inc.

By: 

David K. Nees, Assistant Secretary

Manor Care of Boynton Beach, Inc.

By: 

David K. Nees, Assistant Secretary