

F016000006601

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GC Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation
to transact business in Florida.

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-12/10/01--01033--005
*****70.00 *****70.00

Please return all correspondence concerning this matter to the following:

Wynn Sims (Name of Person) W81-21284
Mariner Post-Acute Network (Firm/Company)
One Ravinia Dr., Suite 1500 (Address)
Atlanta, GA 30346 (City/State and Zip code)

For further information concerning this matter, please call:

Wynn Sims at (678) 443-6775
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

12/28



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2001

WYNN SIMS
ONE RAVINIA DR., STE 1500
ATLANTA, GA 30346

SUBJECT: GC SERVICES, INC.
Ref. Number: W01000028284

We have received your document for GC SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 001A00065232

SECRETARY OF STATE
ALLAN ROSE, 100B

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Wynn G. Sims, do hereby certify
(Name)

that this Resolution of the Board of Directors of GC Services, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of California

was duly adopted on December 11, 2001

Be it resolved, that GC Services, Inc.
(Corporate Name)

organized and existing in the State of California, hereby adopts the name

Mariner ESC, Inc. for use in Florida

Dated: 12-19-01

Wynn G. Sims Asst. Secretary
Signature of either Chairman, Vice Chairman or any officer

Wynn G. Sims
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. GC 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. California 3. 39-1731680
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/10/90 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One Ravinia Dr., Suite 1500
Atlanta, GA 30346
(Current mailing address)

8. Employee services corporation for long-term health care facilities.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's 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

Dale W. Morris

(Registered agent's signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: None

Address: _____

Vice Chairman: None

Address: _____

Director: Boyd P. Gentry

Address: One Ravinia Dr., Suite 1500

Atlanta, GA 30346

Director: Susan Thomas Whittle

Address: One Ravinia Dr., Suite 1500

Atlanta, GA 30346

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Boyd P. Gentry

Address: One Ravinia Dr., Suite 1500

Atlanta, GA 30346

Vice President: Stefano M. Miule

Address: One Ravinia Dr., Suite 1500

Atlanta, GA 30346

Secretary: Stefano M. Miule

Address: One Ravinia Dr., Suite 1500

Atlanta, GA 30346

Treasurer: Boyd P. Gentry

Address: One Ravinia Dr., Suite 1500

Atlanta, GA 30346

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TALLAHASSEE, FLORIDA

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

13. Wynne M. Sims
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Wynne G. Sims, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Additional Officers Report

GC Services, Inc.

OFFICERS

John Notermann

Vice President

William C. Straub

Vice President and Assistant Treasurer

Darrell Zurovec

Vice President and Assistant Secretary

Wynn G. Sims

Assistant Secretary

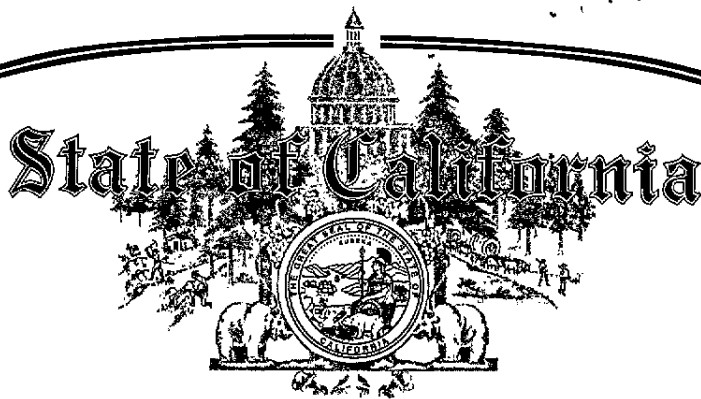
Susan Thomas Whittle

Assistant Secretary

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**



**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 10th day of August, 1990, **GC SERVICES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

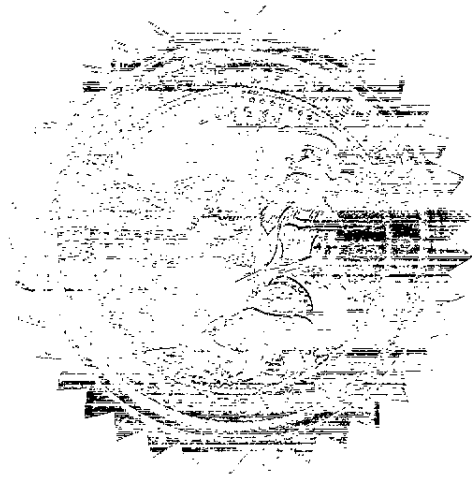
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of November 9, 2001.

FILED
01 DEC 16 PM 9:50
SECRETARY OF STATE
SACRAMENTO, CALIFORNIA



Bill Jones
BILL JONES
Secretary of State

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