

F07000000/275

Division of Corporations

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Florida Department of State
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REGISTERED AGENT CHANGE

FC-THC LEASING III, INC.

Certificate of Status	0
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Estimated Charge	\$35.00

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1/11/2008

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: FC-THC Leasing III, Inc.
2. The principal office address: 1035 Powers Place, Alpharetta, GA 30004
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 03/06/07 Document number: F07000001275
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System

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

(P.O. Box NOT acceptable)

Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

[Signature]
(Signature of an officer or director)

JUDY ARGAO ATTY-IN
(Printed or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: [Signature]
(Signature of Registered Agent)

1/11/08
(Date)

If signing on behalf of an entity:

Mark J. Effenbaugh
Asst. Secretary/President

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E045 (8/05)

FL006 - 09/14/2005 C T System Online

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TALLAHASSEE, FLORIDA

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Arnold M. Whitman, the Chief Executive Officer of Genesis HealthCare Corporation ("the Company"), a corporation organized under the laws of Pennsylvania, does hereby appoint Anusha Putty and Judith Argao as attorney-in-fact for the Company for the limited purposes authorized herein.

The Company and its subsidiary entities listed within the attached Schedule A, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Company's and any affiliated entities' registered agent and registered office, or the agent and office of similar import, in any state to CT Corporation System (or affiliated entity).

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this ____ day of September, 2007.



Arnold M. Whitman, Chief Executive Officer of Genesis HealthCare Corporation

STATE OF GEORGIA

} SS:

COUNTY OF COBB

The foregoing instrument was acknowledged before me this 14 day of September, 2007, by Arnold M. Whitman, as Chief Executive Officer and on behalf of Genesis HealthCare Corporation, a Pennsylvania corporation, such individual is personally known to me.

Sign Name:

Print Name:

Notary Public

Serial No. (none if blank):



My Commission Expires: April 7, 2010
(Notary Seal)

The Straus Group-Hopkins House, L.P.
The Straus Group-Old Bridge, L.P.
The Straus Group-Quakertown Manor, L.P.
The Straus Group-Ridgewood, L.P.
Therapy Care Systems, L. P.
Tri State Mobile Medical Services, Inc.
Valley Medical Services, Inc.
Valley Transport Ambulance Service, Inc.
Versalink, Inc.
Villas Realty & Investments, Inc.
Volusia Meridian Limited Partnership
Waldorf Property, LLC
Waldorf SNF Operations, LLC
Wallingford Associates of Connecticut, L.P.
Walnut LTC Management, Inc.
Warwick Associates of Rhode Island, L.P.
Wayside Nursing Home, Inc.
Weisenfluh Ambulance Service, Inc.
West Phila. LTC Management, Inc.
Westford Nursing and Retirement Center Limited Partnership
Westford Nursing and Retirement Center, Inc.
Willow Manor Nursing Home, Inc.
Wyncote Healthcare Corp.
Ye Olde Ambulance Company, Inc.
York LTC Management, Inc.
FHC-THC Leasing III, Inc.