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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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09 DEC -7 AM 11:53

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

November 24, 2009

GREGORY NICOLUZAKIS, ESQ.
SABER HEALTHCARE GROUP, LLC
BEDFORD HEIGHTS, OH 44146

SUBJECT: ST. JAMES HEALTHCARE GROUP, INC.
Ref. Number: W09000051758

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ST. JAMES HEALTHCARE GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please return the corrected original and one copy of 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) 245-6995.

Wanda Cunningham
Regulatory Specialist II
New Filing Section

Letter Number: 409A00036484

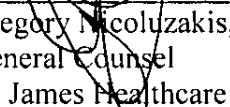
VERIFIED AFFIDAVIT IN RE: ST. JAMES HEALTHCARE GROUP, INC.

STATE OF OHIO :
COUNTY OF CUYAHOGA :

COMES NOW the Affiant, Gregory Nicoluzakis, and states as follows:

1. Affiant serves as General Counsel for St. James Healthcare Group, Inc. ("SJHG")
2. Affiant's professional address is 26691 Richmond Road, Bedford Heights, Ohio 44146.
3. Affiant is duly and regularly engaged in matters concerning SJHG's corporate records and filings associated therewith.
4. Affiant filed the Articles of Incorporation for SJHG in with the Ohio Secretary of State on February 9, 2009 (attached).
5. Affiant then mistakenly filed Articles of Incorporation for SJHG with the Florida Department of State on March 9, 2009 (attached).
6. Affiant mistakenly made the filing in #5 above, and instead desired to file an Application by Foreign Corporation for Authorization to Transact Business in Florida.
7. Affiant could not file an Application by Foreign Corporation for Authorization to Transact Business in Florida without first filing a Voluntary Dissolution for SJHG.
8. Affiant filed a Voluntary Dissolution for SJHG on October 19, 2009 (attached).
9. Affiant, on behalf of SJHG, now wishes to file a Foreign Corporation for Authorization to Transact Business in Florida (attached).

FURTHER AFFIANT SAYETH NAUGHT.



Gregory Nicoluzakis, Esq.
General Counsel
St. James Healthcare Group, Inc.

SWORN TO AND SUBSCRIBED before me by Gregory Nicoluzakis, who is personally known to me or who provided a driver's license as identification this 30th day of November, 2009.



NOTARY PUBLIC



ANGELA C SAUER, Notary Public
Residence - Lake County
State Wide Jurisdiction, Ohio
My Commission Expires December 10, 2011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: St. James Healthcare Group, 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," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gregory Nicoluzakis, Esq.

Name of Person

Saber Healthcare Group, LLC

Firm/Company

26691 Richmond Road

Address

Bedford Heights, Ohio 44146

City/State and Zip code

danielle.simione@saberhealth.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gregory Nicoluzakis, Esq.

Name of Person

at (216) 292-5706

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

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

**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. St. James Healthcare Group, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ohio

(State or country under the law of which it is incorporated)

3. 26-4276671

(FEI number, if applicable)

4. March 1, 2009

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. May 1, 2009

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 26691 Richmond Road, Bedford Heights, Ohio 44146

(Principal office address)

26691 Richmond Road, Bedford Heights, Ohio 44146

(Current mailing address)

8. Nursing home operator

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

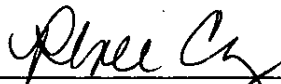
(City)

(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.



(Registered agent's signature)

Renee Cruz, Asst. Secretary

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: George S. Repchick

Address: 26691 Richmond Road

Bedford Heights, Ohio 44146

Vice President: William I. Weisberg

Address: 26691 Richmond Road

Bedford Heights, Ohio 44146

Secretary: William I. Weisberg

Address: 26691 Richmond Road, Bedford Heights, Ohio 44146

Treasurer: George S. Repchick

Address: 26691 Richmond Road, Bedford Heights, Ohio 44146

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. George S. Repchick

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show ST. JAMES HEALTHCARE GROUP, INC., an Ohio Corporation, Charter No. 1834992, having its principal location in Bedford Heights, County of Cuyahoga, was incorporated on February 09, 2009, and is currently in GOOD STANDING upon the records of this office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 3rd day of November, A.D. 2009.*

Jennifer Brunner
Ohio Secretary of State