

F32340

Florida Department of State
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REGISTERED AGENT CHANGE

GENESIS ELDERCARE NATIONAL CENTERS, INC.

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11/7/2007



November 7, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GENESIS ELDERCARE NATIONAL CENTERS, INC.
101 E. STATE STREET
KENNETT SQUARE, PA 1934808

SUBJECT: GENESIS ELDERCARE NATIONAL CENTERS, INC.
REF: F32340

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE PROVIDE THE NAME AND TITLE OF OFFICER ATTORNEY IN FACT IS SIGNING ON BEHALF OF.

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

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Darlene Connell
Regulatory Specialist II

FAX Aud. #: H07000274007
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RE-SUBMIT

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2007 NOV -8 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

**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 Florida
in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Genesis ElderCare National Centers, Inc.
2. The principal office address: 101 E. STATE STREET KENNETT SQUARE PA 19348
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 04/27/81 Document number: F32340
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 32301-2525

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)

Anusha Potty Attorney in Fact
(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] C T Corporation System
(Signature of Registered Agent)

11/1/07
(Date)

If signing on behalf of an entity:

Carrie Bay
(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CRZE045 (8/05)

FL006 - 09/14/2005 C T System Online

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 Amaha 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 14 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, Chief Executive Officer and on behalf of Genesis HealthCare Corporation, a Pennsylvania corporation, each individual is personally known to me.



Sign Name: Christina K. Firth

Print Name: CHRISTINA K. FIRTH

Notary Public

Serial No. (none if blank): _____

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

Genesis ElderCare Centers III, L. P.
 Genesis ElderCare Corp.
 Genesis ElderCare Diagnostic Services, Inc.
 Genesis ElderCare Hospitality Services, Inc.
 Genesis ElderCare Living Facilities, Inc.
 Genesis Eldercare National Centers, Inc.
 Genesis ElderCare Partnership Centers, Inc.
 Genesis Eldercare Physician Services, Inc.
 Genesis Eldercare Properties, Inc.
 Genesis Eldercare Staffing Services, Inc.
 Genesis ElderCare Transportation Services, Inc.
 Genesis Health Ventures of Arlington, Inc.
 Genesis Health Ventures of Bloomfield, Inc.
 Genesis Health Ventures of Clarks Summit, Inc.
 Genesis Health Ventures of Indiana, Inc.
 Genesis Health Ventures of Lanham, Inc.
 Genesis Health Ventures of Massachusetts, Inc.
 Genesis Health Ventures of Naugatuck, Inc.
 Genesis Health Ventures of New Garden, Inc.
 Genesis Health Ventures of Point Pleasant, Inc.
 Genesis Health Ventures of Salisbury, Inc.
 Genesis Health Ventures of Wayne, Inc.
 Genesis Health Ventures of West Virginia, Inc.
 Genesis Health Ventures of West Virginia, L.P.
 Genesis Health Ventures of Wilkes-Barre, Inc.
 Genesis Health Ventures of Windsor, Inc.
 Genesis Healthcare Centers Holdings, Inc.
 Genesis HealthCare Corporation
 Genesis HealthCare Holding Company I, Inc.
 Genesis HealthCare Holding Company II, Inc.
 Genesis HealthCare of Maine, Inc.
 Genesis HealthCare of White Marsh, Inc.
 Genesis Immediate Med Center, Inc.
 Genesis Meridian 7 Leasing Properties Limited Partnership, L.L.P.
 Genesis Meridian 7 Partnership Holding Company L.L.C.
 Genesis of Palisado Avenue, Inc.
 Genesis Properties Limited Partnership
 Genesis Properties of Delaware Corporation
 Genesis Properties of Delaware Ltd. Partnership, L. P.
 Genesis SelectCare Corp.
 Genesis-Georgetown SNF/IV, LLC
 Geriatric & Medical Companies, Inc.
 Geriatric and Medical Investments Corporation