

F32340

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA0000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
GENESIS ELDERCARE NATIONAL CENTERS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	60
Estimated Charge	\$70.00

Attn: Brenda
Tadlock
245-6030

Thank You ♥ 9/20/10

FILED

2010 SEP 17 PM 4:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Genesis ElderCare National Centers, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Contact Person

Firm/Company

Address

City/State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person At (_____) _____
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

9-30-10

ARTICLES OF MERGER
(Profit Corporations)

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2010 SEP 17 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Genesis ElderCare National Centers, Inc.	Florida	F32340

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EIDOS, Inc.	Florida	P93000069989

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 09 / 30 / 2010 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 1, 2010.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 1, 2010.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

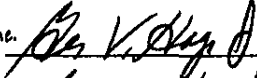
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Genesis Eldercare National Centers, Inc.



George V. Hager, Jr., CEO

EIDOS, Inc.



George V. Hager, Jr., CEO

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan") is approved and is effective as of September 30, 2010 (the "Effective Date"), by and between EIDOS, Inc., a Florida corporation (the "Non-surviving Entity"), by resolutions adopted by its respective sole shareholder and Board of Directors on September 1, 2010, and Genesis Eldercare National Centers, Inc., a Florida corporation (the "Surviving Entity"), by resolutions adopted by its respective sole shareholder and Board of Directors on September 1, 2010.

WHEREAS, the Non-surviving Entity desires to merge with and into the Surviving Entity, with the Surviving Entity surviving such merger (the "Merger");

WHEREAS, the Surviving Entity desires to participate in the Merger;

WHEREAS, the Surviving Entity, acting through its Board of Directors, deems it advisable and to the advantage, welfare, and best interests of Surviving Entity and its sole shareholder to agree to the Merger pursuant to the applicable provisions of Florida law upon the terms and conditions hereinafter set forth; and

WHEREAS, the Non-surviving Entity, acting through its Board of Directors, deems it advisable and to the advantage, welfare, and best interests of the Non-surviving Entity and its sole shareholder to agree to the Merger pursuant to the applicable provisions of Florida law upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the Surviving Entity and the Non-surviving Entity and approved by resolutions adopted by the Board of Directors and sole shareholder of the Surviving Entity and the Board of Directors and sole shareholder of the Non-surviving Entity, this Agreement and Plan and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter provided.

1. The Non-surviving Entity shall, pursuant to the applicable provisions of Florida law, be merged with and into the Surviving Entity, which shall be the surviving entity from and after the Effective Date and which shall continue to exist as the Surviving Entity pursuant to the provisions of Florida law. The separate existence of the Non-surviving Entities shall cease as of the Effective Date in accordance with the provisions of Florida law.

2. The Articles of Incorporation of the Surviving Entity in effect on the Effective Date, a copy of which is attached hereto as Exhibit A, shall be the Articles of Incorporation of the Surviving Entity as of the Effective Date until amended and changed in the manner prescribed by the provisions of Florida law.

3. The Bylaws of the Surviving Entity in effect on the Effective Date shall be the Bylaws of the Surviving Entity as of the Effective Date, a copy of which is attached hereto as Exhibit B, until amended and changed in the manner prescribed by the provisions of Florida law.

4. The directors and officers of the Non-surviving Entity immediately prior to the Effective Date shall resign as of the Effective Date. The directors and officers of the Surviving Entity on the Effective Date shall be the directors and officers of the Surviving Entity, each of whom shall hold their positions until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Entity.

5. As of the Effective Date, by virtue of the Merger and without any action on the part of the shareholder, each issued and outstanding share of the Non-surviving Entity, shall automatically be cancelled and cease to exist. Because the ultimate owner of the Surviving Entity and the Non-surviving Entity is the same, no new share certificates in the Surviving Entity are necessary to be issued in exchange for such cancellation.

6. The adoption of this Agreement and Plan shall constitute the adoption of a formal plan of liquidation for purposes of Internal Revenue Code ("Code") Section 332 for all liquidating entities. For purposes of administrative convenience, the requirement in Code Section 332 that all assets be distributed in complete cancellation or redemption of all its stock will be satisfied by the liquidating distribution that is deemed to occur upon the merger of the Non-surviving Entity into a disregarded entity. For state income tax purposes, the transactions set forth in this Agreement and Plan are tax free distributions unless otherwise required as a matter of law. In the event that any federal, state or local government agency does not permit the liquidation of the Non-surviving Entity on the date set forth herein or must approve such liquidation on a future date, or for any other reason the Non-surviving Entity is not liquidated on the same day as it distributes its assets to its shareholder, any distributions of property from the Non-surviving Entity will be treated as a liquidating distribution made pursuant to a formal plan of liquidation in accordance with (i) either Code Sections 332 or 731 and (ii) the state income tax provisions corresponding to Code Sections 332 or 731. For purposes hereunder, any reference in this Agreement and Plan to the treatment for "tax purposes" shall refer only to federal and state income taxes.


7. The foregoing Agreement and Plan was duly approved and adopted by the Board of Directors and sole shareholder of the Non-surviving Entity and the Board of Directors and sole shareholder of the Surviving Entity in the manner prescribed by the provisions of the Bylaws of the Non-surviving Entities and the Surviving Entity and in accordance with Florida law on or prior to the Effective Date.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Agreement and Plan is hereby signed by an authorized officer on behalf of the constituent Entity.

NON-SURVIVING ENTITY:


EIDOS, INC.,
a Florida corporation

By: 
George V. Hager, Jr.
Chief Executive Officer

Date: September 1, 2010

SURVIVING ENTITY:

GENESIS ELDERCARE NATIONAL CENTERS, INC.,
a Florida corporation

By: 
George V. Hager, Jr.
Chief Executive Officer

Date: September 1, 2010

Exhibit A

ARTICLES OF INCORPORATION

State of Florida

VOL 5560 PG 880

OFFICIAL RECORDS



Department of State

Stewart Titler

4477 word case Dr # 271

I certify that the attached is a true and correct copy of Articles of Merger, merging ST. JUDE MANOR, INC., a Florida Corporation, into ST. JUDE MANOR NURSING HOME, INC., the continuing corporation under the laws of the State of Florida, filed on July 30, 1982, as shown by the records of this office.

The charter number of the continuing corporation is 324624.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
30th day of July, 1982.



CER 101

George Firestone
Secretary of State

ARTICLES OF MERGER OFST. JUDE MANOR, INC., INTO ST. JUDE MANOR NURSING HOME, INC.

Pursuant to Chapter 607, Florida Statutes, ST. JUDE MANOR, INC., and ST. JUDE MANOR NURSING HOME, INC., hereby file these Articles of Merger of ST. JUDE MANOR, INC., into ST. JUDE MANOR NURSING HOME, INC., and submit the following information:

1. The names of the corporations which are parties to the merger are ST. JUDE MANOR, INC., and ST JUDE MANOR NURSING HOME, INC. ST. JUDE MANOR NURSING HOME, INC. shall be the surviving corporation following the merger.

2. Following the merger, the Articles of Incorporation of ST. JUDE MANOR NURSING HOME, INC., shall be amended by deleting Article Third in its entirety and by substituting in lieu thereof the following:

THIRD: The amount of capital stock authorized is Six Thousand Five Hundred (\$6,500.00) Dollars and the maximum number of shares that the corporation is authorized to issue is One Thousand (1,000) shares of common stock of the par value of Six Dollars Fifty Cents (\$6.50) per share.

3. The Plan of Merger and these Articles of Merger were adopted by the shareholders of each corporation on July 26, 1982.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. Upon the execution and filing of these Articles of Merger, all shareholders of the corporations which are parties to this merger shall surrender their shares and there shall be issued to such shareholders the number of shares immediately following their names as follows:

<u>Names</u>	<u>Number of Shares</u>
Decius B. Veasey	425
Arthur H. Veasey, Jr.	178
John E. Veasey	178
C. Marcus Knight	219

5. The remaining terms and provisions of the Articles of Incorporation of ST. JUDE MANOR NURSING HOME, INC., shall remain in full force and effect.

IN WITNESS WHEREOF, these presents have been executed ^{as of} this
26th day of July, 1982.

(SEAL)

ST. JUDE MANOR, INC.

By Decius B. Veasey
Its President and Treasurer
Decius B. Veasey

ATTEST:

Ruth S. Veasey
Its Secretary
Ruth S. Veasey

VOL 5560 PG 883

OFFICIAL RECORDS

(SEAL) ST. JUDE MANOR NURSING HOME, INC.

By C. Marcus Knight
Its President

ATTEST:

J. Knight
Its Secretary

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me
this 28 day of July, 1982, by Decius B. Veasey,
President of ST. JUDE MANOR, INC., a Florida corporation,
on behalf of the corporation.

E. B. Knight
Notary Public, State of Florida
at Large

My commission expires: NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAY 13, 1986

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me
this 28 day of July, 1982, by C. Marcus Knight,
President of St. Jude Manor Nursing Home, Inc., a Florida
corporation, on behalf of the corporation.

E. B. Knight
Notary Public, State of Florida
at Large

My commission expires: NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAY 13, 1986

82- 52585
Aug 25 10 55 AM '82

FILED AND RECORDED IN PUBLIC
RECORDS OF DUVAL COUNTY, FLA.

St. Jude Manor

CLERK OF CIRCUIT COURT

State of Florida



Department of State

I certify that the attached is a true and correct copy of Articles of Merger, merging ST. JUDE MANOR NURSING HOME, INC., into NATIONAL HEALTH CARE AFFILIATES, INC., both Florida corporations filed on August 12, 1982, as shown by the records of this office.

The charter number of the surviving corporation is F32340.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
12th day of August, 1982.



George Firestone
Secretary of State

ARTICLES OF MERGER OF
ST. JUDE MANOR NURSING HOME, INC., into
NATIONAL HEALTH CARE AFFILIATES, INC.

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1982 AUG 12 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, ST. JUDE MANOR NURSING HOME, INC., and NATIONAL HEALTH CARE AFFILIATES, INC. hereby file these Articles of Merger of ST. JUDE MANOR NURSING HOME, INC., into NATIONAL HEALTH CARE AFFILIATES, INC. and submit the following information:

1. The names of the corporations which are parties to the merger are ST. JUDE MANOR NURSING HOME, INC., and NATIONAL HEALTH CARE AFFILIATES, INC. NATIONAL HEALTH CARE AFFILIATES, INC. shall be the surviving corporation following the merger.
2. The Plan of Merger and these Articles of Merger were adopted by the shareholders and the Board of Directors of each corporation on August 9, 1982.
3. The designation and number of outstanding shares of each class of the subsidiary corporation to be merged, and the number of each such class owned by the surviving corporation is as follows:

ST. JUDE MANOR NURSING HOME, INC., the subsidiary corporation, has 1,000 shares outstanding, all of which are common shares entitled to vote. All of said shares are owned by NATIONAL HEALTH CARE AFFILIATES, INC., the surviving corporation.

4. The terms and conditions of the proposed merger are as follows:

(a) ST. JUDE MANOR NURSING HOME, INC., shall be merged into NATIONAL HEALTH CARE AFFILIATES, INC. so as to form a single corporation which will be NATIONAL HEALTH CARE AFFILIATES, INC.

(b) The merger shall become effective on the date these Articles of Merger are filed with the Secretary of State of Florida; said date is herein sometimes referred to as the "effective date".

(c) The by-laws of NATIONAL HEALTH CARE AFFILIATES, INC. in effect on the effective date shall be and remain the by-laws of NATIONAL HEALTH CARE AFFILIATES, INC. after the effective date.

(d) The officers and directors of NATIONAL HEALTH CARE AFFILIATES, INC. in office on the effective date shall continue to hold office thereafter in accordance with the by-laws of NATIONAL HEALTH CARE AFFILIATES, INC.

(e) Upon the effective date NATIONAL HEALTH CARE AFFILIATES, INC. shall become the owner of all the assets of ST. JUDE MANOR NURSING HOME, INC. and shall be deemed to have assumed all of its liabilities.

The Articles of Incorporation of ST. JUDE MANOR NURSING HOME, INC. was filed by the Department of State on December 6, 1967.

The Articles of Incorporation of NATIONAL HEALTH CARE AFFILIATES, INC., was filed by the Department of State on April 27, 1982.

The plan of merger has not been abandoned.

5. All the terms and provisions of the Articles of Incorporation of ST. JUDE MANOR NURSING HOME, INC., shall remain in full force and effect.

IN WITNESS WHEREOF, these presents have been executed as of this 9th day of August, 1982.

ST. JUDE MANOR NURSING HOME, INC.

(SEAL)

By *Robert L. Hamister*
Its President

ATTEST:

Maureen E. Hamister
Its Secretary

NATIONAL HEALTH CARE AFFILIATES, INC.

(SEAL)

By *Robert L. Hamister*
Its President

ATTEST:

Oline P. Hamister
Its Secretary

STATE OF NEW YORK)
COUNTY OF ERIE)

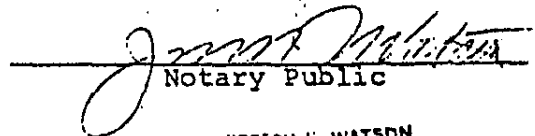
The foregoing instrument was acknowledged before me this 9th day of August, 1982, by MARK E. HAMISTER, President of ST. JUDE MANOR NURSING HOME, INC., a Florida corporation, on behalf of the corporation.


Notary Public

JOSEPH L. WATSON
Notary Public, State of New York
Qualified in Erie County
My Commission Expires March 30, 1984

STATE OF NEW YORK)
COUNTY OF ERIE)

The foregoing instrument was acknowledged before me this 9th day of August, 1982, by MARK E. HAMISTER, President of NATIONAL HEALTH CARE AFFILIATES, INC., a Florida corporation, on behalf of the corporation.


Notary Public

JOSEPH L. WATSON
Notary Public, State of New York
Qualified in Erie County
My Commission Expires March 30, 1984

State of Florida



Department of State

I certify from the records of this office that NATIONAL HEALTH CARE AFFILIATES, INC. is a corporation organized under the laws of the State of Florida, filed on April 27, 1981.

The document number of this corporation is F32340.

I further certify that said corporation has paid all fees due this office through December 31, 1990, and its status is active.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
22nd day of May, 1990.



CR2E022 (8-89)

A handwritten signature in cursive script, reading "Jim Smith".

Jim Smith
Secretary of State

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

NATIONAL HEALTH CARE AFFILIATES, INC.

FILED
1990 MAY 22 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.181 and 607.194 of the Florida General Corporation Act, National Health Care Affiliates, Inc. (the "corporation") hereby amends and restates its Articles of Incorporation, originally filed with the Department of the State of Florida on April 27, 1981.

1. The name of the corporation is National Health Care Affiliates, Inc.

2. The name under which the corporation was originally incorporated is National Health Care Affiliates of Florida, Inc.

3. The first paragraph of Article III of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"The aggregate number of shares which the corporation shall have the authority to issue is 17,000,000, all of which shall have a par value of \$.10 each (hereinafter referred to as the "Capital Stock"). The shares are to be divided into classes as follows: 12,000,000 shares of the par value of \$.10 each shall be common shares (hereinafter referred to as "Common Stock") and 5,000,000 shares of the par value of \$.10 each shall be preferred shares (hereinafter referred to as "Series Preferred Stock").

4. Article VI of the Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE VI

DIRECTORS

A. Number; Staggered Terms. Subject to any rights of the holders of any Series Preferred Stock, effective upon the effective date of any registration statement for the Corporation's Common Stock pursuant to the Securities Act of 1933, as amended, the number of the directors that the corporation shall have shall be fixed at seven (7). Until any such registration statement shall become effective, the number of directors that the Corporation shall have shall be fixed from time to time by the Board of Directors of the Corporation pursuant to the bylaws of the Corporation.

The directors, other than any who may be elected by the holders of any Series Preferred Stock, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as reasonably possible, with the directors in each class to hold office until their successors are elected and qualified. Each member of the Board of Directors in the first class of directors shall hold office until the next succeeding annual meeting of shareholders; each member of the Board of Directors in the second class of directors shall hold office until the second succeeding annual meeting of shareholders; and each member of the Board of Directors in the third class of directors shall hold office until the third succeeding annual meeting of shareholders. At each annual meeting of the shareholders of the corporation, the successors to the class of directors whose terms expire at that meeting shall be elected to hold office for terms expiring at the annual meeting of shareholders held in the third year following the year of their election.

B. Nomination. Subject to any rights of holders of any Series Preferred Stock, nominations for the election of directors may be made by the Board of Directors or by any record owner of Capital Stock of the corporation entitled to vote in the election of directors generally. However, any such shareholder may nominate one or more persons for election as director at a meeting only if written notice of such shareholder's intent to make such nomination or nominations has been given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the corporation not later than (i) with respect to an election to be held at an annual meeting of shareholders, one hundred twenty (120) days in advance of such meeting, and (ii) with respect to an election to be held at a special meeting of shareholders for the election of directors, the close of business on the seventh day following the earlier of (x) the date on which notice of such meeting is first given to shareholders and (y) the date on which a public announcement of such meeting is first made. Each such notice shall include: (a) the name and address of each shareholder of record who intends to appear in person or by proxy to make the nomination and of the person or persons to be nominated; (b) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder; (c) such other information regarding each nominee proposed by such shareholder as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had the nominee been nominated, or intended to be nominated, by the Board of Directors; and (d) the consent of each nominee to serve as director of the corporation if so elected. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

C. Filling of Vacancies. Subject to any rights of the holders of any Series Preferred Stock, newly created directorships resulting from any increase in the number of directors or any vacancy on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

D. Removal. Subject to any rights of the holders of any Series Preferred Stock, any one or more directors may be removed only for cause by the shareholders as provided herein. At any annual meeting of shareholders of the corporation or at any special meeting of shareholders of the corporation, notice of which shall state that the removal of a director or directors is among the purposes of the meeting, the holders of Capital Stock entitled to vote thereon, present in person or by proxy, by the affirmative vote of the holders of at least two-thirds of all shares of Capital Stock entitled to vote generally in an election of directors, voting together as a single class, may remove such director or directors for cause. The term "cause" with respect to the removal of directors shall mean the willful and continuous failure of a director substantially to perform such director's duties to the corporation (other than any such failure resulting from incapacity due to physical or mental illness) or the willful engaging by a director in gross misconduct materially and demonstrably injurious to the corporation.

5. Article VII of the Articles of Incorporation is deleted as a matter of historical interest and a new Article VII is hereby added which shall read in its entirety as follows:

ARTICLE VII

ACTION BY SHAREHOLDERS

A. Special Meeting. Special meetings of the shareholders of the corporation may be called only by the Board of Directors of the corporation. Each special meeting of the shareholders shall be at such time as the Board of Directors shall determine, and may be held at the principal office of the corporation or at such other place within or without the State of Florida as the Board of Directors shall determine.

B. Action Without Meeting. Any action required by law to be taken at any annual or special meeting of the shareholders of the corporation, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice, and without a vote if consents in writing, setting forth the action so taken, shall be signed by the holders of all of the outstanding shares of Capital Stock entitled to vote thereon.

6. Article VIII of the Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE VIII

VOTING REQUIREMENTS FOR CERTAIN ACTIONS

A. Certain Transactions. Except as set forth in paragraph B of this Article VIII, the affirmative vote of the holders of two-thirds of the shares of Capital Stock entitled to vote thereon other than the shares beneficially owned by an Interested

Shareholder (as hereinafter defined), shall be required for the following transactions between the corporation and the Interested Shareholder:

1. Any merger or consolidation of the corporation or any subsidiary of the corporation with (a) the Interested Shareholder or (b) any other corporation (whether or not itself an Interested Shareholder) which is, or after such merger or consolidation would be, an Affiliate or Associate (as hereinafter defined) of the Interested Shareholder.

2. Any sale, lease, exchange, mortgage, pledge, transfer, or other disposition (in one transaction or a series of transactions), except proportionately as a shareholder of such corporation, to or with the Interested Shareholder or any Affiliate or Associate of the Interested Shareholder of assets of the corporation or any subsidiary of the corporation having an aggregate market value equal to five percent (5%) or more of either the aggregate market value of all the assets of the corporation determined on a consolidated basis or the aggregate market value of all the outstanding shares of the corporation.

3. Any transaction which results in the issuance or transfer by the corporation or any subsidiary of the corporation (in one transaction or a series of transactions) of any shares of the corporation or any subsidiary of the corporation to the Interested Shareholder or any Affiliate or Associate of the Interested Shareholder except pursuant to the exercise of warrants or rights to purchase stock offered, or a dividend or distribution paid or made, pro rata to all shareholders of the corporation.

4. The adoption of any plan or proposal for the liquidation or dissolution of the corporation proposed by, or pursuant to any agreement, arrangement, or understanding (whether or not in writing) with the Interested Shareholder or any Affiliate or Associate of the Interested Shareholder.

5. Any reclassification of securities (including, without limitation, any stock split, stock dividend, or other distribution of shares in respect of such shares, or any reverse stock split) or recapitalization of the corporation, or any merger or consolidation of the corporation with any subsidiary of the corporation, or any other transaction (whether or not with or into or otherwise involving the Interested Shareholder) with the Interested Shareholder or any Affiliate or Associate of the Interested Shareholder, which has the effect, directly or indirectly (in one transaction or a series of transactions during any 12-month period), of increasing the proportionate share of the Capital Stock of any class or series, or any securities convertible into the Capital Stock of any class or series, of the corporation or any subsidiary of the corporation which is beneficially owned by the Interested Shareholder, except as a result of immaterial changes due to fractional share adjustments or as a result of any purchase or redemption of shares of Capital Stock not caused, directly or indirectly, by the Interested Shareholder.

6. Any receipt by the Interested Shareholder of the benefit, directly or indirectly (except proportionately as a shareholder of the corporation), of any loans, advances, guaranties, pledges, or other financial benefits or any tax credit or other tax advantages provided by or through the corporation or any subsidiary of the corporation.

B. Exceptions. The provisions of Paragraph A of this Article VIII shall not be applicable to any transaction described in said Paragraph A if such transaction is approved by a resolution adopted by a majority of those members of the corporation's Board of Directors holding office at the time such resolution is adopted who are not themselves "Interested Person Directors" (as hereinafter defined).

C. Definitions. As used in this Article VIII, (i) the terms "Interested Shareholder", "Affiliate" and "Associate" shall have the meanings given to them in Sections 607.108(1)(k), 607.108(1)(a) and 607.108(1)(d) of the Florida General Corporation Act in effect on May 1, 1990, and (2) the term "Interested Person Directors" shall mean and include each director of the corporation who is himself or herself an Interested Shareholder or an Affiliate or Associate of an Interested Shareholder.

D. Determinations. On the basis of information known to the corporation, the Board of Directors of the corporation, acting by resolutions adopted by a majority of those members of the Board of Directors who are themselves not Interested Person Directors, shall make all determinations under this Article VIII, including, without limitation, whether (A) a corporation, person or other entity, or any group thereof, beneficially owns more than 10% of the outstanding shares of any class of voting securities of the corporation; (B) a person, corporation or other entity, or any group thereof, is an Affiliate or Associate of another; or (C) a corporation, person or other entity, or any group thereof, is acting or intending to act in concert with any other corporation, person or entity.

E. Other Actions. No amendment to the articles of incorporation or bylaws of the corporation which elects, or which has the effect of electing, that the corporation shall not be governed by the provisions of Sections 607.108 and 607.109 of the Florida General Corporation Act (or any successor thereto) shall be adopted and approved except by, in addition to any other requirements of law, the affirmative vote of the holders of two-thirds of the shares of Capital Stock entitled to vote thereon.

7. A new Article IX of the Articles of Incorporation is hereby added which shall read in its entirety as follows:

ARTICLE IX

AMENDMENT

A. Amendment of Bylaws. The Board of Directors shall have the power to adopt, amend and repeal bylaws of the corporation to the extent and in the manner provided for therein. Notwithstanding anything in these articles of incorporation or the bylaws of the corporation to the contrary (and notwithstanding that a lesser percentage may be permitted by law or in the bylaws), the bylaws shall not be amended or repealed by vote of the shareholders of the corporation and no provision inconsistent therewith shall be adopted by vote of the shareholders of the corporation without the affirmative vote of the holders of at least two-thirds of all shares of Capital Stock entitled to vote generally in the election of directors voting together as a single class.

B. Amendment of Articles of Incorporation. Notwithstanding that a lesser percentage may be permitted by law, the affirmative vote of the holders of at least two-thirds of all shares of Capital Stock entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal Articles VI, VII, VIII and IX of these articles of incorporation or to adopt any provision inconsistent therewith.

8. The Board of Directors of the corporation duly adopted a resolution setting forth and approving the amendments set forth above and directing that such amendments be submitted to a vote at a meeting of shareholders. The foregoing amendments were adopted at the annual meeting of shareholders held on May 4, 1990, and adjourned to May 8, 1990, as prescribed by Chapter 607 of the Florida General Corporation Act.

9. Pursuant to the provisions of Section 607.194, the Articles of Incorporation of National Health Care Affiliates, Inc. are hereby restated and integrated without further amendment as follows:

RESTATED
ARTICLES OF INCORPORATION
OF
NATIONAL HEALTH CARE AFFILIATES, INC.

ARTICLE I

NAME

The name of the corporation shall be National Health Care Affiliates, Inc. The principal place of business of this corporation shall be 651 Delaware Avenue, Buffalo, New York 14202.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is 17,000,000, all of which shall have a par value of \$.10 each (hereinafter referred to as the "Capital Stock"). The shares are to be divided into classes as follows: 12,000,000 shares of the par value of \$.10 each shall be common shares (hereinafter referred to as "Common Stock") and 5,000,000 shares of the par value of \$.10 each shall be preferred shares (hereinafter referred to as "Series Preferred Stock").

The designations, preferences, limitations and relative rights thereof of all classes of shares of the corporation are as follows:

A. Series Preferred Stock. The Series Preferred Stock shall be issued from time to time in one or more series with such distinctive serial designations and, subject to the provisions of any applicable law, (i) may have such voting power, full or limited, or may be without voting powers; (ii) may be subject to redemption at such time or times and at such price or prices; (iii) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions, and at such time, and payable in preference to, or in such

relation to, the dividends payable on any other class or classes of shares; (iv) may have such rights upon the dissolution of, or upon any distribution of the assets of the corporation; (v) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of shares of the corporation or any other entity, at such price or prices or at such rate or rates of exchange, and with such adjustment; and (vi) shall have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of such Series Preferred Stock from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby vested in the Board.

B. Provisions Applicable to Common Stock.

a. Dividends. After the requirements in respect of dividends, if any, upon the Series Preferred Stock shall have been met, the holders of the Common Stock shall be entitled to receive, out of any remaining funds legally available for dividends, such dividends as may from time to time be declared by the Board of Directors, and the holders of the Common Stock shall be entitled to share ratably in any dividends so declared to the exclusion of the holders of the Series Preferred Stock.

b. Liquidation Rights. In the event of any liquidation or dissolution or winding up of the corporation (whether voluntary or involuntary), after payment in full of the amounts payable in respect to the Series Preferred Stock and any other class of shares which by its terms ranks prior to the Common Stock as to assets, the holders of the Common Stock shall be entitled, to the exclusion of the holders of the Series Preferred Stock and any other class of shares which by its terms ranks prior to the Common Stock as to assets, to share ratably in all the assets of the corporation then remaining.

c. Voting Rights. Except as otherwise provided by law, each holder of Common Stock shall be entitled to one vote for each full share of such stock then outstanding and of record in his name on the books of the corporation.

ARTICLE IV

ADDRESS

The street address of the registered office of the corporation shall be 2170 West State Road 434, Suite 350, Sanlando Center, Longwood, Florida 32779, and the name of the registered agent of the corporation at that address is Darrel L. Hager.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

DIRECTORS

A. Number; Stagqered Terms. Subject to any rights of the holders of any Series Preferred Stock, effective upon the effective date of any registration statement for the Corporation's Common Stock pursuant to the Securities Act of 1933, as amended, the number of the directors that the corporation shall have shall be fixed at seven (7). Until any such registration statement shall become effective, the number of directors that the Corporation shall have shall be fixed from time to time by the Board of Directors of the Corporation pursuant to the bylaws of the Corporation.

The directors, other than any who may be elected by the holders of any Series Preferred Stock, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as reasonably possible, with the directors in each class to hold office until their successors are elected and qualified. Each member of the Board of Directors in the first class of directors shall hold office until

the next succeeding annual meeting of shareholders; each member of the Board of Directors in the second class of directors shall hold office until the second succeeding annual meeting of shareholders; and each member of the Board of Directors in the third class of directors shall hold office until the third succeeding annual meeting of shareholders. At each annual meeting of the shareholders of the corporation, the successors to the class of directors whose terms expire at that meeting shall be elected to hold office for terms expiring at the annual meeting of shareholders held in the third year following the year of their election.

B. Nomination. Subject to any rights of holders of any Series Preferred Stock, nominations for the election of directors may be made by the Board of Directors or by any record owner of Capital Stock of the corporation entitled to vote in the election of directors generally. However, any such shareholder may nominate one or more persons for election as director at a meeting only if written notice of such shareholder's intent to make such nomination or nominations has been given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the corporation not later than (i) with respect to an election to be held at an annual meeting of shareholders, one hundred twenty (120) days in advance of such meeting, and (ii) with respect to an election to be held at a special meeting

of shareholders for the election of directors, the close of business on the seventh day following the earlier of (x) the date on which notice of such meeting is first given to shareholders and (y) the date on which a public announcement of such meeting is first made. Each such notice shall include: (a) the name and address of each shareholder of record who intends to appear in person or by proxy to make the nomination and of the person or persons to be nominated; (b) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder; (c) such other information regarding each nominee proposed by such shareholder as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had the nominee been nominated, or intended to be nominated, by the Board of Directors; and (d) the consent of each nominee to serve as director of the corporation if so elected. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

C. Filling of Vacancies. Subject to any rights of the holders of any Series Preferred Stock, newly created directorships resulting from any increase in the number of directors or any vacancy on the Board of Directors resulting from death,

resignation, disqualification, removal or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

D. Removal. Subject to any rights of the holders of any Series Preferred Stock, any one or more directors may be removed only for cause by the shareholders as provided herein. At any annual meeting of shareholders of the corporation or at any special meeting of shareholders of the corporation, notice of which shall state that the removal of a director or directors is among the purposes of the meeting, the holders of Capital Stock entitled to vote thereon, present in person or by proxy, by the affirmative vote of the holders of at least two-thirds of all shares of Capital Stock entitled to vote generally in an election of directors, voting together as a single class, may remove such director or directors for cause. The term "cause" with respect to the removal of directors shall mean the willful and continuous

failure of a director substantially to perform such director's duties to the corporation (other than any such failure resulting from incapacity due to physical or mental illness) or the willful engaging by a director in gross misconduct materially and demonstrably injurious to the corporation.

ARTICLE VII

ACTION BY SHAREHOLDERS

A. Special Meeting. Special meetings of the shareholders of the corporation may be called only by the Board of Directors of the corporation. Each special meeting of the shareholders shall be at such time as the Board of Directors shall determine, and may be held at the principal office of the corporation or at such other place within or without the State of Florida as the Board of Directors shall determine.

B. Action Without Meeting. Any action required by law to be taken at any annual or special meeting of the shareholders of the corporation, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice, and without a vote if consents in writing, setting forth the action so taken, shall be signed by the holders of all of the outstanding shares of Capital Stock entitled to vote thereon.

ARTICLE VIII

VOTING REQUIREMENTS FOR CERTAIN ACTIONS

A. Certain Transactions. Except as set forth in paragraph B of this Article VIII, the affirmative vote of the holders of two-thirds of the shares of Capital Stock entitled to vote thereon other than the shares beneficially owned by an Interested Shareholder (as hereinafter defined), shall be required for the following transactions between the corporation and the Interested Shareholder:

1. Any merger or consolidation of the corporation or any subsidiary of the corporation with (a) the Interested Shareholder or (b) any other corporation (whether or not itself an Interested Shareholder) which is, or after such merger or consolidation would be, an Affiliate or Associate (as hereinafter defined) of the Interested Shareholder.

2. Any sale, lease, exchange, mortgage, pledge, transfer, or other disposition (in one transaction or a series of transactions), except proportionately as a shareholder of such corporation, to or with the Interested Shareholder or any Affiliate or Associate of the Interested Shareholder of assets of the corporation or any subsidiary of the corporation having an aggregate market value equal to five percent (5%) or more of either the aggregate market value of all the assets of the corporation

determined on a consolidated basis or the aggregate market value of all the outstanding shares of the corporation.

3. Any transaction which results in the issuance or transfer by the corporation or any subsidiary of the corporation (in one transaction or a series of transactions) of any shares of the corporation or any subsidiary of the corporation to the Interested Shareholder or any Affiliate or Associate of the Interested Shareholder except pursuant to the exercise of warrants or rights to purchase stock offered, or a dividend or distribution paid or made, pro rata to all shareholders of the corporation.

4. The adoption of any plan or proposal for the liquidation or dissolution of the corporation proposed by, or pursuant to any agreement, arrangement, or understanding (whether or not in writing) with the Interested Shareholder or any Affiliate or Associate of the Interested Shareholder.

5. Any reclassification of securities (including, without limitation, any stock split, stock dividend, or other distribution of shares in respect of such shares, or any reverse stock split) or recapitalization of the corporation, or any merger or consolidation of the corporation with any subsidiary of the corporation, or any other transaction (whether or not with or into or otherwise involving the Interested Shareholder) with the

Interested Shareholder or any Affiliate or Associate of the Interested Shareholder, which has the effect, directly or indirectly (in one transaction or a series of transactions during any 12-month period), of increasing the proportionate share of the Capital Stock of any class or series, or any securities convertible into the Capital Stock of any class or series, of the corporation or any subsidiary of the corporation which is beneficially owned by the Interested Shareholder, except as a result of immaterial changes due to fractional share adjustments or as a result of any purchase or redemption of shares of Capital Stock not caused, directly or indirectly, by the Interested Shareholder.

6. Any receipt by the Interested Shareholder of the benefit, directly or indirectly (except proportionately as a shareholder of the corporation), of any loans, advances, guaranties, pledges, or other financial benefits or any tax credit or other tax advantages provided by or through the corporation or any subsidiary of the corporation.

B. Exceptions. The provisions of Paragraph A of this Article VIII shall not be applicable to any transaction described in said Paragraph A if such transaction is approved by a resolution adopted by a majority of those members of the corporation's Board of Directors holding office at the time such resolution is adopted who are not themselves "Interested Person Directors" (as hereinafter defined).

C. Definitions. As used in this Article VIII, (i) the terms "Interested Shareholder", "Affiliate" and "Associate" shall have the meanings given to them in Sections 607.108(1)(k), 607.108(1)(a) and 607.108(1)(d) of the Florida General Corporation Act in effect on May 1, 1990, and (2) the term "Interested Person Directors" shall mean and include each director of the corporation who is himself or herself an Interested Shareholder or an Affiliate or Associate of an Interested Shareholder.

D. Determinations. On the basis of information known to the corporation, the Board of Directors of the corporation, acting by resolutions adopted by a majority of those members of the Board of Directors who are themselves not Interested Person Directors, shall make all determinations under this Article VIII, including, without limitation, whether (A) a corporation, person or other entity, or any group thereof, beneficially owns more than 10% of the outstanding shares of any class of voting securities of the corporation; (B) a person, corporation or other entity, or any group thereof, is an Affiliate or Associate of another; or (C) a corporation, person or other entity, or any group thereof, is acting or intending to act in concert with any other corporation, person or entity.

E. Other Actions. No amendment to the articles of incorporation or bylaws of the corporation which elects, or which has the effect of electing, that the corporation shall not be governed by the provisions of Sections 607.108 and 607.109 of the Florida General Corporation Act (or any successor thereto) shall be adopted and approved except by, in addition to any other requirements of law, of the affirmative vote of the holders of two-thirds of the shares of Capital Stock entitled to vote thereon.

ARTICLE IX

AMENDMENT

A. Amendment of Bylaws. The Board of Directors shall have the power to adopt, amend and repeal bylaws of the corporation to the extent and in the manner provided for therein. Notwithstanding anything in these articles of incorporation or the bylaws of the corporation to the contrary (and notwithstanding that a lesser percentage may be permitted by law or in the bylaws), the bylaws shall not be amended or repealed by vote of the shareholders of the corporation and no provision inconsistent therewith shall be adopted by vote of the shareholders of the corporation without the affirmative vote of the holders of at least two-thirds of all shares of Capital Stock entitled to vote generally in the election of directors voting together as a single class.

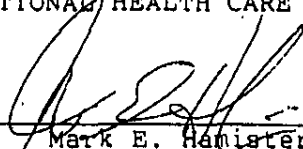
B. Amendment of Articles of Incorporation. Notwithstanding that a lesser percentage may be permitted by law, the affirmative vote of the holders of at least two-thirds of all shares of Capital Stock entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal Articles VI, VII, VIII and IX of these articles of incorporation or to adopt any provision inconsistent therewith.

10. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the corporation and there is no discrepancy between the corporation's Articles of Incorporation other than the inclusion of the amendments to Articles III, VI, VII, VIII and IX contained herein and adopted pursuant to Sections 607.181 and 607.194(4) of the Florida General Corporation Act.


Dated this 21st day of May, 1990.

NATIONAL HEALTH CARE AFFILIATES, INC.

By


Mark E. Hamister, President

By


Oliver C. Hamister, Secretary

STATE OF NEW YORK) ·
 : SS.
COUNTY OF ERIE)

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 21st day of May, 1990, by Mark E. Hamister, President of National Health Care Affiliates, Inc., a Florida corporation, on behalf of the corporation.


Notary Public

FRANK J. NOTARO
Notary Public, State of New York
Qualified in Erie County
My Commission Expires April 17, 1991



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1996

CT CORPORATION SYSTEM
TALLAHASSEE, FL 32301

Re: Document Number F32340

The Articles of Amendment to the Articles of Incorporation for NATIONAL HEALTH CARE AFFILIATES, INC. which changed its name to GENESIS ELDERCARE NATIONAL CENTER, INC., a Florida corporation, were filed on August 15, 1996.

The certification requested is enclosed.

Should you have any question regarding this matter, please telephone (904) 487-6050, the Amendment Filing Section.

Karen Gibson
Corporate Specialist
Division of Corporations

Letter Number: 496A00038973

ARTICLES OF AMENDMENT

OR

NATIONAL HEALTH CARE AFFILIATES, INC.

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS National Health Care Affiliates, Inc..

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE ARTICLE NUMBERED 1 SO THAT, AS AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

The name of the corporation is Genesis Eldercare National Centers, Inc.

THIRD: A) THE AMENDMENT(S) PROVIDE(S) FOR ***ISSUED SHARES NOT
B) PROVISIONS FOR IMPLEMENTING THE AMENDMENT(S) CONTAINED IN THE AMENDMENT(S) ITSELF (THEMSELVES) ARE AS FOLLOWS:

Provisions not in Amendment

FOURTH: THE AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE CORPORATION SET FORTH ABOVE WERE ADOPTED ON August 12, 1996.

FIFTH: PRIOR TO THE ISSUANCE OF SHARES, THE AMENDMENTS WERE ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED ON August 12, 1996.

National Health Care Affiliates, Inc.

BY



Ira C. Gubernick, Esquire
Corporate Secretary

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on December 23, 1996, to Articles of Incorporation for GENESIS ELDERCARE NATIONAL CENTERS, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is F32340.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twenty-fourth day of December, 1996



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ARTICLES OF AMENDMENT
OF
GENESIS ELDERCARE NATIONAL CENTERS, INC.

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS Genesis Eldercare National Centers, Inc.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE ARTICLE NUMBERED I SO THAT, AS AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

The name of the corporation shall be Genesis Eldercare National Centers, Inc. The principal place of business of this corporation shall be 148 West State Street, Kennett Square, PA 19348.

THIRD: A) THE AMENDMENT(S) PROVIDE(S) FOR ***ISSUED SHARES***.

B) PROVISIONS FOR IMPLEMENTING THE AMENDMENT(S), NOT CONTAINED IN THE AMENDMENT(S) ITSELF (THEMSELVES), ARE AS FOLLOWS:

Provisions not in Amendment

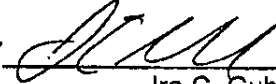
FOURTH: THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORATION SET FORTH ABOVE WAS ADOPTED ON December 18, 1996.

FIFTH: PRIOR TO THE ISSUANCE OF SHARES, THE AMENDMENT WAS ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED ON December 18, 1996.

Genesis Eldercare National Centers, Inc.

BY



Ira C. Gubernick, Esquire,
Corporate Secretary

FILED
96 DEC 23 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit B

BYLAWS

**BYLAWS OF
GENESIS ELDERCARE NATIONAL CENTERS, INC.
A FLORIDA CORPORATION**

BYLAWS

These Bylaws are adopted by this Corporation and are supplemental to the Florida Business Corporation Act (the "Corporation Law") as the same shall from time to time be in effect.

ARTICLE I. SEAL.

Section 101. Seal. The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, the words "Corporate Seal", and the name of the State of Incorporation. The seal may be used by any person authorized by the Board of Directors of the Corporation or by these Bylaws by causing the seal or a facsimile thereof to be impressed or affixed, or in any manner reproduced.

ARTICLE II. REGISTERED AND OTHER OFFICES.

Section 201. Registered Office. The registered office of the Corporation in the State of Incorporation shall be located at such place as the Board of Directors may from time to time determine.

Section 202. Other Offices. The Corporation may also have offices at such other places, within and without its State of Incorporation, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE III. MEETINGS OF SHAREHOLDERS.

Section 301. Place of Meetings. All meetings of the shareholders shall be held at such place or places, within or without the State of Incorporation, as shall be determined by the Board of Directors from time to time.

Section 302. Annual Meetings. The annual meeting of the shareholders for the election of directors and the transaction of such other business as may properly come before the meeting shall be held at such place and at such time as the Board of Directors shall fix. Any business which is a proper subject for shareholder action may be transacted at the annual meeting, irrespective of whether the notice of said meeting contains any reference thereto, except as otherwise provided by applicable statute or regulation.

Section 303. Special Meetings. Special meetings of the shareholders may be called at any time by the Board of Directors, the President, or by the shareholders entitled to cast at least one-third of the vote which all shareholders are entitled to cast at the particular meeting.

Section 304. Conduct of Shareholders' Meetings. Subject to Section 803 hereof, the President shall preside at all shareholders' meetings, or, in his or her absence, any vice-president. The officer presiding over the shareholders' meeting may establish such rules and regulations for the conduct of the meeting as he or she may deem to be reasonably necessary or desirable for the orderly and expeditious conduct of the meeting. The revocation of a proxy shall not be effective until written notice thereof has been given to the Secretary of the Corporation.

Section 305. Majority Written Consent. Except as otherwise prohibited by law, any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting, without prior notice and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing.

ARTICLE IV. DIRECTORS AND BOARD MEETINGS.

Section 401. Management by Board of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the *Articles of Incorporation* or by these Bylaws directed or required to be exercised or done by the shareholders.

Section 402. Nomination for Directors. Written nominations for directors to be elected at an annual meeting of shareholders, other than nominations submitted by the *incumbent Board of Directors*, must be submitted to the Secretary of the Corporation not later than the close of business on the fifth business day immediately preceding the date of the meeting. All late nominations shall be rejected.

Section 403. Number of Directors. The Board of Directors shall consist of two or more directors. The number of directors to be elected, subject to the foregoing limits, shall be determined by resolution of the Board of Directors. The directors shall be elected by the shareholders at the annual meeting of shareholders to serve until the next annual meeting of shareholders. Each director shall serve until his or her successor shall have been elected and shall qualify, even though his or her term of office as herein provided has otherwise expired, except in the event of his or her earlier resignation or removal.

Section 404. Resignations. Any director may resign at any time. Such resignation shall be in writing, but the acceptance thereof shall not be necessary to make it effective.

Section 405. Compensation of Directors. No director shall be entitled to any salary as such; but the Board of Directors may fix, from time to time, a reasonable fee to be paid each director for his or her services in attending meetings of the Board.

Section 406. Regular Meetings. Regular meetings of the Board of Directors shall be held on such day and at such hour as the Board shall from time to time designate. The Board of Directors shall meet for reorganization at the first regular meeting following the annual meeting of shareholders at which the directors are elected. Notice of regular meetings of the Board of Directors need not be given.

Section 407. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or the President and shall be called whenever one or more members of the Board so request in writing. Notice of the time and place of every special meeting, which need not specify the business to be transacted thereat and which may be either oral or in writing, shall be given by the Secretary to each member of the Board at least one calendar day before the date of such meeting.

Section 408. Reports and Records. The reports of officers and committees shall be filed with the Secretary of the Board. The Board of Directors shall keep complete records of its proceedings in a minute book kept for that purpose. When a director shall request it, the vote of each director upon a particular question shall be recorded in the minutes.

Section 409. Executive Committee. The Board of Directors may, without limiting its right to establish other committees, establish an Executive Committee of the Board which shall consist of any one or more directors. The Executive Committee shall have and exercise the authority of the Board of Directors in the management and affairs of the Corporation, except as otherwise provided in the resolution establishing the Executive Committee and except as otherwise prohibited by the Corporation Law.

Section 410. Absence or Disqualification of Committee Members. In the absence or disqualification of any member of any committee or committees established by the Board of Directors, the member or members thereof present at any meeting of such committee or committees, and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

Section 411. Chairman of the Board. The directors may choose a Chairman of the Board who shall preside at the meetings of the Board and perform such other duties as may be prescribed by the Board of Directors.

Section 412. Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof, may be taken without a meeting if all members of the Board of Directors or the committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of the Board.

ARTICLE V. OFFICERS.

Section 501. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer; and such other officers (including, without limitation, Divisional or Regional Presidents) or assistant officers as the Board of Directors may from time to time deem advisable. Except for the President, Secretary and Treasurer, the Board may refrain from filling any of the said offices at any time and from time to time. Officers shall be elected by the Board of Directors at the time and in the manner as the Board of Directors from time to time shall determine. Each officer shall hold office for a term extending until the first regular meeting of the Board of Directors following the annual meeting of shareholders and until his or her successor shall have been elected and shall qualify, except in the event of his or her earlier resignation or removal.

Section 502. President. The President (not including any Divisional or Regional President of the Corporation) shall be the Chief Executive Officer and shall have general supervision of all of the departments and business of the Corporation; he or she shall prescribe the duties of the other officers and employees and see to the proper performance thereof. The President shall be responsible for having all orders and resolutions of the Board of Directors carried into effect. As authorized by the Board of Directors, he or she shall execute on behalf of the Corporation and may affix or cause to be affixed a seal to all instruments requiring such execution, except to the extent that signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 503. Vice Presidents. The Vice Presidents shall perform such duties and do such acts as may be prescribed by the Board of Directors or the President. Subject to the provisions of this Section, the Vice Presidents in order of their seniority shall perform the duties and have the powers of the President in the event of his or her absence or disability.

Section 504. Treasurer. The Treasurer shall act under the direction of the President. Subject to the direction of the President, he or she shall have custody of the Corporation funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the President, taking appropriate vouchers for such disbursements, and shall on request render to the President and the Board of Directors, at its meetings, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 505. Secretary. The Secretary shall act under the direction of the President. Unless a designation to the contrary is made at a meeting, the Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all of the proceedings of such meetings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and, when authorized by the President or the Board of Directors, cause it to be affixed to any instruments requiring it.

Section 506. Assistant Officers. Any assistant officers elected by the Board of Directors shall have such duties as may be prescribed by the Board of Directors, the President, or the officer to whom they are an assistant. Assistant officers shall perform the duties and have the power of the officer to whom they are an assistant in the event of such officer's absence or disability.

Section 507. Compensation. Unless otherwise provided by the Board of Directors, the salaries and compensation of all officers, except the President and any Executive Vice President elected by the Board, shall be fixed by the Executive Committee of the Board and, in the absence of an Executive Committee, by the President.

Section 508. General Powers. The officers are authorized to do and perform such corporate acts as are necessary in the carrying on of the business of the Corporation, subject always to the directions of the Board of Directors.

ARTICLE VI. PERSONAL LIABILITY OF DIRECTORS AND INDEMNIFICATION.

Section 601. Personal Liabilities of Directors. To the fullest extent permitted by the Corporation Law as the same exists or may hereafter be amended, a director of this Corporation shall not be personally liable for monetary damages to the Corporation or any other person to the extent permitted by Section 607.0831 of the Corporation Law.

Section 602. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by applicable law, indemnify any person who was or is a party or witness or is threatened to be made a party or witness to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Corporation or other person or entity), by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving while a director or officer of the Corporation at the request of the Corporation as a director, officer, employee, general partner, agent, fiduciary or other representative of another corporation (for profit or not-for-profit), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise (including service with respect to employee benefit plans), against all liabilities, expenses (including without limitation attorneys' fees and costs), judgments, fines, excise taxes (including any excise taxes assessed on a person with respect to any employee benefit plan) and

amounts paid in settlement in connection with such action, suit, or proceeding unless the act or failure to act by such person giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or otherwise failed to meet the applicable standard of conduct for which indemnification may be provided in accordance with the Corporation Law.

Section 603. Advancement of Expenses. Expenses (including without limitation attorneys' fees and costs) incurred by any person who was or is an officer or director of the Corporation in defending or appearing as a witness in any action or proceeding referred to in Section 602 shall automatically be paid by the Corporation, without the need for action by the Board of Directors, in advance of the final disposition of the action, suit or proceeding upon (a) receipt of an undertaking by or on behalf of the person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation, and (b) to the extent required by the Corporation Law, receipt of any other document, undertaking or affirmation.

Section 604. Exceptions. Notwithstanding anything in this Article VI to the contrary, the Corporation shall not be obligated to indemnify any person under Section 602 or advance expenses under Section 603 with respect to proceedings, claims or actions commenced by that person, other than mandatory counterclaims and affirmative defenses.

Section 605. Claims for Indemnification. To obtain indemnification under this Article VI, a claimant shall submit to the Corporation a written request, including therein or therewith such documentation and information as is reasonably available to the claimant and is reasonably necessary to determine whether and to what extent the claimant is entitled to indemnification. Upon written request by a claimant for indemnification, a determination, if required by applicable law, with respect to the claimant's entitlement thereto shall be made as follows (unless such determination is otherwise required by applicable law to be made in a different manner): (1) if requested by the claimant, by Independent Counsel (as hereinafter defined), or (2) if no request is made by the claimant for a determination by Independent Counsel, (i) by the Board of Directors by a majority vote of a quorum consisting of Disinterested Directors (as hereinafter defined), or (ii) if a quorum of the Board of Directors consisting of Disinterested Directors is not obtainable or, even if obtainable, such quorum of Disinterested Directors so directs, by Independent Counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to the claimant, or (iii) if a quorum of Disinterested Directors so directs, by the shareholders of the Corporation. In the event the determination of entitlement to indemnification is to be made by Independent Counsel at the request of the claimant, the Independent Counsel shall be selected by the Board of Directors. If it is so determined that the claimant is entitled to indemnification, payment to the claimant shall be made within 10 days after such determination.

Section 606. Proceeding to Enforce Indemnification. If a claim under Section 605 is not paid in full by the Corporation within thirty days after a written claim pursuant to that section has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim (plus interest at the prime rate announced

from time to time by the Corporation's primary banker) and, if successful in whole or in part, the claimant shall be entitled to be paid also the expenses (including, but not limited to, attorney's fees and costs) of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending or appearing as a witness in any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, Independent Counsel or shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, Independent Counsel or shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 607. Binding Determination. If a determination shall have been made pursuant to Section 605 that the claimant is entitled to indemnification, the Corporation shall be bound by such determination in any judicial proceeding commenced pursuant to Section 606.

Section 608. Validity. The Corporation shall be precluded from asserting in any judicial proceeding commenced pursuant to Section 606 that the procedures and presumptions of this Article VI are not valid, binding and enforceable and shall stipulate in such proceeding that the Corporation is bound by all the provisions of this Article VI.

Section 609. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Corporation Law, subject to the limitations, if any, imposed by the Corporation Law. To the extent that the Corporation maintains any policy or policies providing such insurance, each such director or officer, and each such agent or employee to which rights to indemnification have been granted as provided in Section 610, shall be covered by such policy or policies in accordance with its or their terms to the maximum extent of the coverage thereunder for any such director, officer, employee or agent.

Section 610. Employees and Agents. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expenses incurred in defending or appearing as a witness in any proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent permitted under this Article VI with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

Section 611. Severability. If any provision or provisions of this Article VI shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (1) the validity, legality and enforceability of the remaining provisions of this Article (including, without limitation, each portion of this Article containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (2) to the fullest extent possible, the provisions of this Article (including, without limitation, each such portion of this Article containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

Section 612. Definitions. For purposes of this Article VI:

(a) "**Disinterested Director**" means a director of the Corporation who is not and was not a party to the matter in respect of which indemnification is sought by the claimant.

(b) "**Independent Counsel**" means a law firm, a member of a law firm, or an independent practitioner, that is experienced in matters of corporation law and shall include any person who, under the applicable standards of professional conduct then prevailing, would not have a conflict of interest in representing either the Corporation or the claimant in an action to determine the claimant's rights under this Article VI.

Section 613. Notices. Any notice, request or other communication required or permitted to be given to the Corporation under this Article VI shall be in writing and either delivered in person or sent by telecopy, telex, telegram, overnight mail or courier service, or certified or registered mail, postage prepaid, return receipt requested, to the Secretary of the Corporation and shall be effective only upon receipt by the Secretary.

Section 614. Interpretation. The indemnification and advancement of expenses provided by or pursuant to this Article VI shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any insurance policy, agreement, vote of shareholders or directors, or otherwise, both as to actions in the person's official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of the person. If the Corporation Law does, or is amended to, permit a corporation organized in the State of Incorporation of the Corporation to provide greater rights to indemnification and advancement of expenses for its directors and officers than the express terms of this Article VI, then this Article VI shall be construed to provide for such greater rights.

Section 615. Contract. The duties of the Corporation to indemnify and to advance expenses to a director or officer as provided in this Article VI shall be in the nature of a contract between the Corporation and each such person, and no amendment or repeal of any provision of this Article VI shall alter, to the detriment of such person, the right of such person to the advancement of expenses or indemnification related to a claim based on an act or failure to act that

took place prior to the amendment or repeal or the termination of the service of the person as a director or officer, whichever is earlier.

Section 616. Optional Indemnification. The Corporation may, to the fullest extent permitted by applicable law, indemnify, and advance or reimburse expenses for, persons in all situations other than that covered by this Article VI.

ARTICLE VII. SHARES OF CAPITAL STOCK.

Section 701. Authority to Sign Share Certificates. Every share certificate shall be signed by the President or one of the Vice Presidents, if any, and by the Secretary or one of the Assistant Secretaries or by such other officers as may be authorized by the Board of Directors.

Section 702. Lost or Destroyed Certificates. Any person claiming a share certificate to be lost, destroyed or wrongfully taken shall receive a replacement certificate if said shareholder shall have: (a) requested such replacement certificate before the Corporation has notice that the shares have been acquired by a bona fide purchaser; (b) provided the Corporation with an indemnity agreement satisfactory in form and substance to the Board of Directors, or President or the Secretary; and (c) satisfied any other reasonable requirements (including, without limitation, providing a surety bond) fixed by the Board of Directors, or the President or the Secretary.

ARTICLE VIII. GENERAL.

Section 801. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 802. Signing Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers, or other person or persons, as the Board of Directors may from time to time designate.

Section 803. Designation of Presiding and Recording Officers. The directors or shareholders, at any meeting of the directors or shareholders, as the case may be, shall have the right to designate any person, whether or not an officer, director or shareholder, to preside over or record the proceedings of such meeting.

Section 804. Record Date. The Board of Directors may fix any time whatsoever prior to the date of any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change or conversion or exchange of shares will be made or will go into effect, or for any other purpose, as a record date for the determination of the shareholders entitled to notice of, or to vote at any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion or exchange of shares, except that in the case of a meeting of shareholders (other than an adjourned meeting) such record date may not be more than 90 days prior to the date of the meeting of shareholders.

Section 805. Text of Proposed Resolution in Written Notice. Whenever the language of a proposed resolution is included in a written notice to shareholders, the shareholders' meeting considering the resolution may adopt it with such clarifying or other amendments as do not enlarge its original purpose, without further notice to shareholders not present in person or by proxy.

Section 806. Absentee Participation in Meetings. One or more directors or shareholders may participate in a meeting of the Board of Directors, or of a committee of the Board, or a meeting of the shareholders, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 807. Emergency Bylaws. In the event of any emergency resulting from an attack on the United States, a nuclear disaster or another catastrophe as a result of which a quorum of the Board cannot readily be assembled, and until the termination of such emergency, the following bylaw provisions shall be in effect, notwithstanding any other provisions of these Bylaws:

(a) A special meeting of the Board of Directors may be called by any officer or director upon one hour's notice; and

(b) The director or directors in attendance at the meeting shall constitute a quorum.

Section 808. Severability. If any provision of these Bylaws is illegal or unenforceable as such, such illegality or unenforceability shall not affect any other provision of these Bylaws and such other provisions shall continue in full force and effect.

Section 809. Successor Statutes. Any reference herein to the "Corporation Law" or to any section thereof shall be deemed to be a reference to such law, or successor statute, and the appropriate corresponding section thereof as the same may be amended or adopted from time to time hereafter.

ARTICLE IX. AMENDMENT OR REPEAL.

Section 901. Amendment or Repeal by Shareholders. These Bylaws may be amended or repealed, in whole or in part, by a vote of two-thirds of all shares of common stock of the Corporation issued and outstanding at any annual or special meeting of the shareholders duly convened after notice to the shareholders of that purpose.

Section 902. Amendment or Repeal by the Board of Directors. These Bylaws may be amended or repealed, in whole or in part, by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board duly convened.

Section 903. Recording Amendments and Repeals. The text of all amendments and repeals to these Bylaws shall be attached to the Bylaws with a notation of the date of each such amendment or repeal and a notation of whether such amendment or repeal was adopted by the shareholders or the Board of Directors.

ARTICLE X. ADOPTION OF BYLAWS AND RECORD OF AMENDMENTS AND REPEALS.

Section 1001. Adoption and Effective Date. These Bylaws have been adopted as the Bylaws of the Corporation as of this 1st day of March, 2004, and shall be effective as of said date.

Section 1002. Amendments or Repeals.

Section Involved

Date Amended or Repealed

Adopted By