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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BU INESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607 1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1.	Statf Replacement Services, Inc.
	(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2.	Pennsylvania 3 33-314197-7
	(State or country under the law of which it is incorporated) 3. 33-3/4/2/7 (FEI number, if applicable)
4.	September 15, 1993 [Date of Incorporation] 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
	(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6.	February 1, 1996
	(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7.	
	Kennett Square, PA 19348
	(Current mailing address) د د المالية ا
ı;	to provide temporary nursing services
	(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9.	Name and street address of Florida registered agent:
	Name: <u>C T CORPORATION SYSTEM</u>
	Office Address: c/o C T Corporation System, 1200 South Pine Island Road
	Plantation , Florida , 33324 (Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

Domenic A. Borriello Assistant Secretary

(Type Name and Title of Officer)

- 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
- 12. Names and addresses of officers and/or directors:

Α.	DIRECTORS	See Attached Rider
	Ch	airman:
		dress:
	Vio	e Chairman:
	Ad	dress:
	Dire	ector:
		dress:
	Dir	ector:
		dress:
В.	OFFICERS	See Attached Rider
	Pre	sident:
	Ado	dress:
	Vic	e President:
		dress:
	Sec	retary:
		dress:

	Trensurer
	Address.
อกส/ต	E: If nacessary, you may attach an addendum to the application listing additional officers or directors.
13. (S	ilgnature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
	George V. Hager, Jr., Senior Vice President and Chief Financial Officer
(T	yped or printed name and capacity of person signing application)

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	deu ilbic	oldii nepidcemeni services, inc.	
		DIRECTORS	
NAME	TILE	BUSINESS ADDRESS	HONE ADDRESS
Michael R Walker	Chairman and Chief Executive Officer	148 West State Street Kennett Square, PA 19348	228 N. Garfield St. Kennett Square, PA 19348
Richerd R. Howard	Chief Operating Officer	148 West State Street Kennett Square, PA 19348	93 W. Seven Stars Rd. Spring, PA, 19475
		OFFICERS	
NAME	TITLE	BUSINESS ADDRESS	HOME ADDRESS
Michael R. Walker	Chairman and Chief Executive Officer	.48 West State Street Kennett Square, PA 19346	228 N. Gartield St. Kennett Square, PA 19345
Corrine A. Duncan	President	540 Meadow Street Extension 2nd Floor Agarvam, MA 01003	23 Overbrook Road East Longmeadow, MA 01028
George V Hager Ir	Senior Vice President and Chief Financial Officer	148 West State St. Kennett Square, PA 19348	351 Bellvve Road Haddonfield, NJ 08033
Kenneth K. Kuhnle	Vice President and Treasurer	148 West State Street Kennett Square, PA 19348	19 Carriage Drive Downingtown, PA 19355
Ira C. Gubernick	Secretary	148 West State St. Kennett Square, PA 19348	118 Windsor Avenue Metrose Park, PA, 19126
Maureen Gimpel Maley	Assistant Secretary	148 West State St. Kennett Square, PA 19348	613 Creekside Lane Walingford, PA 19086

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COMMONWEAL TH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 24, 1995

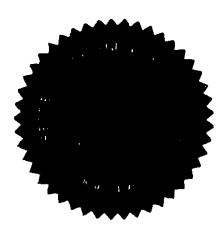
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT.

STAFF REPLACEMENT SERVICES, INC.

DIVISION OF SOME STATE

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF. I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

	THE TO ME
SECTION I (1-3 must be completed)	
1. staff Replacement Services, Inc. Name of corporation as it appears within	n the records of the Department of State
2. Incorporated under laws of: Pennsylvania	,
3. Date authorized to do business in Florida:	November 3, 1995
SECTION II (4-7 complete only the ap	plicable changes)
4. If the amendment changes the name of effected under the laws of its jurisdiction of in-	corporation?
April 5, 1996	
5. Name of corporation after the amendment corporated," or appropriate abbreviation, if no Genesis Eldercare Staffing Services. In	, adding suffix "corporation," "company," "in- ot contained in new name of the corporation:
6. If the amendment changes the period of du	ration, indicate new period of duration.
7. If the amendment changes the jurisdiction of	of incorporation, indicate new jurisdiction.
Signature Name and Title	4/4/96
Signature Name and Title	Date

Ira C. Gubernick, Esquire

(FLA.- 2251 - 3/19/93)



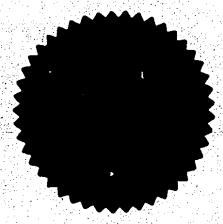
COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 09, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY. That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on April 5, 1996 for STAFF REPLACEMENT SERVICES, INC., a Pennsylvania corporation, incorporated September 15, 1993, whereby the corporate name was changed to GENESIS ELDERCARE STAFFING SERVICES, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

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