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F96000001102

CT CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32304 222-1022
City State Zip Phone

2000011 231652
013/04 296-01134-012
*****20.00 *****20.00

CORPORATION(S) NAME

Mariner Health of Benifary, Inc.

- | | | |
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Mariner Health at Bonifay, 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. Delaware

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

3. pending

(FEI number, if applicable)

4. February 26, 1996

(Date of incorporation)

5. Perpetual

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

6. February 27, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 125 Eugene O'Neill Drive

New London, CT 06320

(Current mailing address)

8. See attached

(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: CT Corporation System

Office Address: c/o CT 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 obligation of my position as registered agent.

CT CORPORATION SYSTEM

Patricia A. Canino
(Registered agent's signature) (Official)

PATRICIA A. CANINO
SPECIAL AGENT IN CHARGE

(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Arthur W. Stratton, Jr. M.D.

Address: 125 Eugene O'Neill Drive
New London, CT 06320

Director: Nancy L. Stratton

Address: 125 Eugene O'Neill Drive
New London, CT 06320

B. OFFICERS

President: See Addendum

Address: _____

Vice President: _____

Address: _____

Secretary: _____

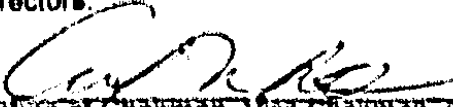
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Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Arthur W. Stottin, Jr. / Director
(Typed or printed name and capacity of person signing application)

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CIVIL SERVICE

ADDENDUM TO B. OFFICERS *X*

Arthur W. Stratton, Jr.	President
Jennifer B. Gallagher	Vice President
Jeffrey W. Kinell	Treasurer
Nancy L. Stratton	Secretary
Mark H. Burnett	Assistant Secretary
Allison Gilligan	Assistant Secretary

**ADDRESS FOR ALL OF THE ABOVE SAME AS
CORPORATE OFFICE.*

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**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Mariner Health at
Bonifay Inc.**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FILED
SERIAL-4 MAR 29 1957
OFFICE OF THE
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARINER HEALTH AT BONIFAY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

RECEIVED
FEB 29 1996
MARINER HEALTH, INC.



Edward J. Freel

Edward J. Freel, Secretary of State

2596188 R100

960059130

AUTHENTICATION

DATE

7847261

02-29-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mothman

Secretary of State

F96000001102

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

HOLMES HEALTH CARE, INC., a Florida corporation, G30195

INTO

MARNER HEALTH AT BONFAY, INC., a Delaware corporation,
F96000001102

File date: May 2, 1996

Corporate Specialist: Joy Moon-French

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(f) (1) Amount of interest payable

Abstract

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Phone

904-222-1092

CORPORATION(S) NAME

Holmes Health Care Inc.

Maxine Health As Birthday T

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of P.A. |
| | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS/G/B |
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Lyn Turner

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Morgan
L. L.

ARTICLES OF MERGER
OF
HOLMES HEALTH CARE, INC.,
a Florida corporation
INTO
MARINER HEALTH AT BONIFAY, INC.,
a Delaware corporation

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25 MAY -2 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations DO HEREBY CERTIFY THAT:

ARTICLE I: The plan of merger is as follows:

1.1 The parties to the merger are Holmes Health Care, Inc. (the "Terminating Corporation") and Mariner Health at Bonifay, Inc. ("MHB"). The Terminating Corporation shall be merged (the "Merger") with and into MHB, with MHB continuing to exist (in this context, the "Surviving Corporation") under and be governed by the laws of the State of Delaware.

1.2 At the effective time of the Merger, an aggregate of 100 shares of the Terminating Corporation's common stock, par value \$5.00 per share ("Terminating Common Stock"), which shall be issued and outstanding immediately before the effective time of the Merger, shall by virtue of the Merger and without any action on the part of the holders thereof, be converted into 100 shares of the Surviving Corporation's common stock, par value \$.01 per share (the "Surviving Common Stock"). All shares of MHB common stock, par value \$.01 per share, shall be automatically cancelled at the effective time of the Merger.

1.3 Upon consummation of the Merger, outstanding certificates representing shares of the Terminating Common Stock shall thereafter represent the right to receive, in the aggregate and only upon surrender of such certificates, the Surviving Common Stock.

1.4 The certificate of incorporation of MHB, as in effect on the effective time of the Merger, shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation.

1.5 The By-laws of MHB, as such By-laws exist on the effective date of the Merger, shall remain the By-laws of the Surviving Corporation.

1.6 From and after the effective date of the Merger, the officers and directors of MHH prior to the Merger shall be the same as the officers and directors of the Surviving Corporation. Officers and directors of the Surviving Corporation shall hold office subject to provisions of applicable law.

ARTICLE II: The Agreement and Plan of Merger dated as of February 27, 1996, by and among Mariner Health Group, Inc., Mariner Health of Florida, Inc., Regency Health Care Centers, Inc., MedTa Corporation and Dennis J. Ferguson, J. Steven Garthe, Joseph V. Lennartz, Deborah H. Wilson and Ronald E. Hayes, as trustee of The Ronald E. Hayes Revocable Trust of 1994 was adopted by the sole stockholder of MHH on February 26, 1996 and by the sole stockholder of the Terminating Corporation on February 27, 1996.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be duly executed as of this 2nd day of May, 1996.

MARINER HEALTH AT BONIFAY, INC.

By: Jennifer R. Gallagher
Jennifer R. Gallagher
Vice President

HOLMES HEALTH CARE CENTERS, INC.

By: Ronald E. Hayes
Ronald E. Hayes
President