

F 960000001108

CT CORPORATION SYSTEM

Requester's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1022

City State Zip Phone

CORPORATION(S) NAME

12/04/90-01134-013
*****70.00 *****70.00

Mariner Health of Florida, Inc.

<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 checked="" 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"/> CUS	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In		<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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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 of Florida, 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, Connecticut 06320
(Current mailing address)
8. See attached purpose clause
(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: C T Corporation System
Office Address: S/o C T Corporation System, 1200 South Pine Island Road
Plantation _____, Florida, 33224
(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.

C T Corporation System

Patricia A. Canadio

(Registered agent's signature) (Officer)

PATRICIA A. CANADIO
(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 M. Stratton, Jr.

Address: 125 Eugene O'Neill Drive

New London, Connecticut 06320

Director: Nancy L. Stratton

Address: 125 Eugene O'Neill Drive

New London, Connecticut 06320

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
SERIAL 1 PM 9-22
SEP 22 1962
U.S. DEPARTMENT OF STATE

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

Mariner Health
of Florida, Inc.

1. Arthur W. Stratton, Jr., President
125 Eugene O'Neill Drive
New London, Connecticut 06320
2. Jennifer B. Gallagher, Vice President
125 Eugene O'Neill Drive
New London, Connecticut 06320
3. Jeffrey W. Kinell, Treasurer
125 Eugene O'Neill Drive
New London, Connecticut 06320
4. Nancy L. Stratton, Secretary
125 Eugene O'Neill Drive
New London, Connecticut 06320
5. Mark H. Burnett, Assistant Secretary
c/o Testa, Hurwitz & Thibault
125 High Street, High Street Tower
Boston, MA 02110
6. Alison Gilligan, Assistant Secretary
125 Eugene O'Neill Drive
New London, Connecticut 06320

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SEP-6 PM 3:23

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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. Stratton, Jr. / Director
(Typed or printed name and capacity of person signing application)

FILED
JUN 11 1971
FBI - TAMPA

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

**Mariner Health
of Florida, 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.

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FEB 14 1965
FEB 14 1965
FEB 14 1965

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARINER HEALTH OF FLORIDA, 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
SECRETARY OF STATE
FEB 29 1996



Edward J. Freel

Edward J. Freel, Secretary of State

2596187 8300

960059059

AUTHENTICATION

7847165

DATE

02-29-96



FLORIDA DEPARTMENT OF STATE
JAMES B. MOON, JR.
GOVERNOR

F96000001108

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

HEGENCY HEALTH CARE CENTERS, INC., a Florida corporation,
P93000016872

INTO

MARINER HEALTH OF FLORIDA, INC., a Delaware corporation,
F96000001108

File date: May 2, 1996

Corporate Specialist: Joy Moon-French

F96000001108

Document Number Only

C T CORPORATION SYSTEM

Requester's Name

600 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

100-1111111111111111
100-1111111111111111
100-1111111111111111

Regency Health Care Center, Inc.

merging with

Marner Health of Florida, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> United Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| | | <input type="checkbox"/> CUS/ G/R |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

5/2/74

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Mar
OK
for
Lynn Tuley

9/8
J. J. J.
K. J. J.
C. J. J.

ARTICLES OF MERGER
OF
REGENCY HEALTH CARE CENTERS, INC.,
a Florida corporation
INTO
MARINER HEALTH OF FLORIDA, INC.,
a Delaware corporation

FILED
30 MAY -2 PM 4:27
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 Regency Health Care Centers, Inc. (the "Terminating Corporation") and Mariner Health of Florida, Inc. ("MHF"). The Terminating Corporation shall be merged (the "Merger") with and into MHF, with MHF 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 8,500,000 shares of the Terminating Corporation's common stock, par value \$0.01 per share ("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 at the effective time into an aggregate of \$26,550,000. Each of the Terminating Corporation's stockholders received their pro-rata share of a \$1,500,000 deposit paid by MHF on February 27, 1996.

1.3 Upon consummation of the Merger, outstanding certificates representing shares of Common Stock shall thereafter represent the right to receive, in the aggregate and only upon surrender of such certificates, the amount of set forth in paragraph 1.2 above.

1.4 The certificate of incorporation of MHF, 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.

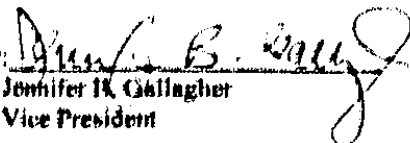
1.5 The By-laws of MHF, as such By-laws exist on the effective time of the Merger, shall remain the By-laws of the Surviving Corporation.

1.6 From and after the effective time 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.

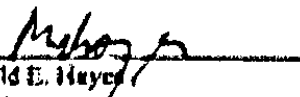
ARTICLE III: The Agreement and Plan of Merger dated as of February 27, 1996, by and among Mariner Health Group, Inc., MHH, the Terminating Corporation, MedTa Corporation and Dennis J. Ferguson, J. Steven Garthe, Joseph V. Lennartz, Deborah B. Wilson and Ronald E. Hayes, as trustee of The Ronald E. Hayes Revocable Trust of 1994 was adopted by the sole stockholder of MHH on February 26, 1996 and by the stockholders 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 1st day of May, 1996.

MARINER HEALTH OF FLORIDA, INC.

By: 
Jennifer K. Gallagher
Vice President

REGENCY HEALTH CARE CENTERS, INC.

By: 
Ronald E. Hayes
President