

Document Number Of
F 96000000 2751

C T CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

500001848265
 -06/03/96--01054--001
 *****70.00 *****70.00

Care Matrix Corporation

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS
☐ After 4:30
☒ Pick Up

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

PLEASE RETURN EXTRA COPY(S)
 FILE STAMP

FILED
 96 JUN -3 PM 1:05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

6/3/96

**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. CareMatrix Corporation

(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. Applied for

(FEI number, if applicable)

4. March 7, 1996

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. 197 First Avenue, Needham, MA 02194

(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: 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 obligation of my position as registered agent.

C T Corporation System

Patricia A. Canario

(Registered agent's signature) (Officer)

PATRICIA A. CANARIO,

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

FILED
96 JUN -3 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Andrew D. Gorman

Address: 197 First Avenue

Needham, Massachusetts 02194

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Andrew D. Gorman

Address: 197 First Avenue

Needham, Massachusetts 02194

Vice President: _____

Address: _____

Secretary: James M. Clary, III

Address: 197 First Avenue

Needham, Massachusetts 02194


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN -3 PM 1:05

FILED

Treasurer: Andrew D. Goodman
Address: 197 First Avenue
Needham, Massachusetts 02194

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. James M. Clary, III, Secretary
(Typed or printed name and capacity of person signing application)

FILED
96 JUN -3 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**Purpose Clause of
CareMatrix Corporation**

To engage in the management, ownership and development of sub-acute assisted living and other health care related facilities, and to engage in any other activity allowed by a corporation qualified to do business in the State of Florida.

FILED

96 JUN -3 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "CAREMATRIX CORPORATION" 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 THIRTY-FIRST DAY OF MAY, A.D. 1996.

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

FILED
96 JUN -3 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2600575 8300
960158629

AUTHENTICATION:

DATE:

7968418

05-31-96

F96000002751

Document Number Only

FILED
96 JUN 28 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

10000187941 1
-06/28/96--01051--027
*****35.00 *****35.00

CORPORATION(S) NAME

name
CareMatrix Corporation *Change*
changing its name to: *Amend*
CareMatrix of Massachusetts, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☒ Amendment
☐ Merger
☐ Foreign
☐ Dissolution/Withdrawal
☐ Mark
☐ Limited Partnership
☐ Annual Report
☐ Other
☐ Reinstatement
☐ Reservation
☐ Change of R.A.
☐ Fic. Name
☐ Certified Copy
☐ Photo Copies
☐ CUS
☐ Call When Ready
☐ Call if Problem
☐ After 4:30
☒ Walk In
☐ Pick Up
☐ Mail Out

Name	ADH
Availability	6/28/96
Document Examiner	ADH
Updater	ADH
Verifier	ADH
Acknowledgment	ADH
W.P. Verifier	ADH

6-28

PLEASE RETURN EXTRA COPIES
FILE STAMPED

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

FILED
JUN 28 AM 8 47
STATE
OFFICE
TALLAHASSEE, FLORIDA

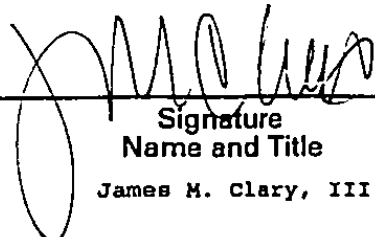
SECTION I (1-3 must be completed)

1. CareMatrix Corporation
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: June 3, 1996

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?
June 24, 1996
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
CareMatrix of Massachusetts, Inc.
6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature
Name and Title
James M. Clary, III

6/25/96

Date

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 THAT THE SAID "CAREMATRX CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CAREMATRIX OF MASSACHUSETTS, INC.", THE TWENTY-FOURTH DAY OF JUNE, A.D. 1996, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.




Edward J. Freel, Secretary of State

2600575 8320

960188440

AUTHENTICATION:

DATE:

8005352

06-26-96