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CT CORPORATION SYSTEM

Requestor's Name

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Address

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City State Zip Phone

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CORPORATION(S) NAME

*Genesis Health Services Inc*

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*mta*

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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. Genesis Health Ventures, 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  
(State or country under the law of which it is incorporated)

3. 06-1132947  
(FEI number, if applicable)

4. May 16, 1985  
(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 817.156, F.S.))

7. 148 W. State Street, Kennett Square, Pennsylvania 19348

(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

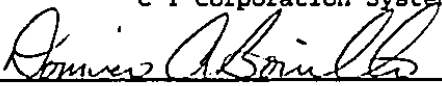
Office Address: c/o C T Corporation System, 1200 South Pine  
Island Road

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

  
(Registered agent's signature) (Officer)

DOMENIC A. BORRIELLO, ASST. SECRETARY  
(Type Name and Title of Officer)

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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: see attached list of directors

Address: \_\_\_\_\_

\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_

\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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

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

14. Ira C. Gubernick, Corporate Secretary  
(Typed or printed name and capacity of person signing application)

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

**Purpose Clause of  
Genesis Health Ventures, Inc.**

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To transact any business or the promotion of any purpose which may be lawfully carried on by a corporation in states of jurisdiction including but not limited to acquiring, owning and operating nursing homes and other related facilities.

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

**Directors of  
Genesis Health Ventures, Inc.**

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1. Michael R. Walkor  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
2. Richard R. Howard  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
3. Roger C. Lipitz  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
4. Samuel H. Howard  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
5. Stephen E. Luongo  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
6. Alan B. Miller  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
7. Fred F. Nazam  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
8. Allen R. Freedman  
148 W. State Street  
Kennett Square,, Pennsylvania 19348

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

**Officers of  
Genesis Health Ventures, Inc.**

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1. Michael R. Walker, Chairman and Chief Executive Officer  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
2. Richard R. Howard, President and Chief Operating Officer  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
3. David C. Barr, Executive Vice President  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
4. George V. Hager, Senior Vice President and Chief Financial Officer  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
5. Louis Swart, Senior Vice President - Managed  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
6. Edward B. Romanov, Jr., Senior Vice President, Development  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
7. J. Bruce Innes, Jr., Vice President, Marketing  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
8. Vicent T. Barnaba, M.D., Vice President, Corporate Medical Director  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
9. Edward J. Boeggeman, Vice President and Controller  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
10. Kim L. Johnson, Vice President, Real Estate Development  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
11. Kenneth R. Kuhnle, Vice President and Treasurer  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
12. Jeaneanne Stevens Streib, Vice President, Marketing  
148 W. State Street  
Kennett Square,, Pennsylvania 19348

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

13. John DePodonta, Senior Vice President, Law and Public Policy  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
14. Mary Ann Timon, Senior Vice President, Managed Care  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
15. Bruce D. Thevenot, Vice President, Government Relations  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
16. Anne Searle, Vice President, Systems Development Managed Care  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
17. James V. McKeon, Vice President, Finance and Investor Realtions  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
18. Richard Sunderland, Vice President and Controller of Services  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
19. James W. Tabak, Vice President, Human Resources  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
20. Joseph N. Travaglini, Vice President, Finance and Development  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
21. Ira C. Gubernick, Corporate Secretary  
148 W. State Street  
Kennett Square,, Pennsylvania 19348
22. Maureen Gimpel Maley, Assistant Corporate Secretary  
148 W. State Street  
Kennett Square,, Pennsylvania 19348





COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

AUGUST 15, 1996

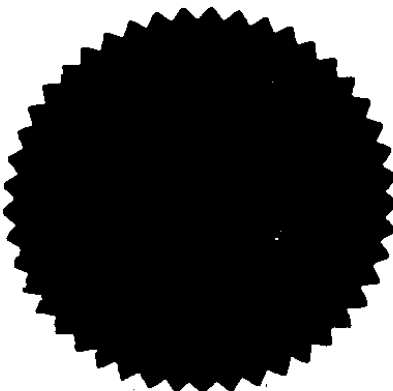
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

GENESIS HEALTH VENTURES, INC.

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.

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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

CFEN