Document Number Only

F96000005018

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

200001960132
-09/30/96--01060--002
*****70.00 *****70.00

200001960132
-09/30/96--01060--003
*****0.75 *****0.75

University / Gainesville Health Care Center, Inc.

Gross n/:

Gainesville Healthcare Center, Inc. 9/30

FILED
96 SEP 30 PM 2:42
SECRETARY OF STATE
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

FILED
96 SEP 30 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(X) Profit
( ) Non-Profit
( ) Limited Liability Company
( ) Foreign

( ) Amendment ( ) Merger
( ) Dissolution/Withdrawal ( ) Mark
( ) Limited Partnership ( ) Annual Report ( ) Other
( ) Reinstatement ( ) Reservation ( ) Change of R.A.
( ) Limited Liability Partnership ( ) Fictitious Name
( ) Certified Copy ( ) Photo Copies (X) CUS

( ) Call When Ready ( ) Call if Problem ( ) After 4:30
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Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

9/30/96

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CR2E031 (1-89)

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. Gainesville Healthcare Center, 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. Georgia
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. 09/27/96
(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 617.158, F.S.))

7. 6000 Lake Forrest Drive Suite 200, Atlanta, Georgia 30328
(Current mailing address)

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TALLAHASSEE FLORIDA

8. Owner operator of Nursing Homes and Retirement Facilities
(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

Mary R. Adams
(Registered agent's signature) (Officer)

Mary R. Adams, Asst. Secy.
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

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: Chris Brogdon

Address: 6000 Lake Forrest Drive Suite 200
Atlanta, Georgia 30328

Vice Chairman: _____

Address: _____

Director: Edward R. Lane

Address: 6000 Lake Forrest Drive Suite 200
Atlanta, Georgia 30328

Director: Darrell C. Tucker

Address: 6000 Lake Forrest Drive Suite 200
Atlanta, Georgia 30328

B. OFFICERS

President: Chris Brogdon

Address: 6000 Lake Forrest Drive Suite 200
Atlanta, Georgia 30328

Vice President: _____

Address: _____

Secretary: Philip M. Rees

Address: 6000 Lake Forrest Drive Suite 200
Atlanta, Georgia 30328

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TALLAHASSEE, FLORIDA

(FLA. 2189)

Treasurer: Darrell C. Tucker

Address: 6000 Lake Forrest Drive Suite 200

Atlanta, Georgia 30328

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

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

14. PHILIP M. REES
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

RESOLUTION OF THE BOARD OF DIRECTORS

OF

GAINESVILLE HEALTHCARE CENTER, INC.

I, the undersigned PHILIP M. REES, do hereby certify that this Resolution of the Board of Directors of Gainesville Healthcare Center, Inc., a corporation duly organized and existing under the laws of the State of Georgia, was duly adopted on September 26, 1996.

RESOLVED, that Gainesville Healthcare Center, Inc., organized and existing in the State of Georgia, hereby adopts the name University/Gainesville Health Care Center, Inc., for the use in the State of Florida.

DATED: September 26, 1996

Philip M. Rees, Corporate Secretary

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TALLAHASSEE, FLORIDA

Secretary of State

Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER	: 962710318
CONTROL NUMBER	: 9630081
DATE INC/AUTH/FILED	: 09/27/1996
JURISDICTION	: GEORGIA
PRINT DATE	: 09/27/1996
FORM NUMBER	: 0211

CT CORPORATION SYSTEM
JO ANN HODSON
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

GAINESVILLE HEALTHCARE CENTER, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lewis A. Massey
Secretary of State