

F97000005929

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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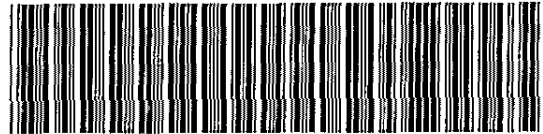
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

RA Change

Q. Gonzalez FEB 25 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 216396 4358473

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ \$35.00

ORDER DATE : February 21, 2005

ORDER TIME : 11:0 AM

ORDER NO. : 216396-950

CUSTOMER NO: 4358473

CUSTOMER: Lisa C. Holahan
Genesis Healthcare Corporation
101 E. State Street

Kennett Square, PA 19348

CHANGE OF AGENT

NAME: RHS MEMBERSHIP INTEREST
HOLDING COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: .Denise Mick

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Pennsylvania in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: RHS MEMBERSHIP INTEREST HOLDING COMPANY
2. The principal office address: 101 East State Street, Kennett Square, PA 19348
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 11/10/1997 Document number: F97000005929

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

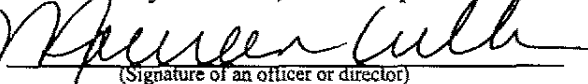
C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box NOT acceptable)
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

Maureen Cullen, Attorney in Fact
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company
By Jacqueline M. Giles
(Signature of Registered Agent)

February 21, 2005
(Date)

If signing on behalf of an entity:

Jacqueline M. Giles, Asst. Vice President
(Typed or Printed Name)

* * * FILING FEE: \$35.00 * * *

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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