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FEB - 2 2012

EXAMINER

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DEPARTMENT OF STATE  
12 FEB - 1 PM 2:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 FEB - 1 PM 2:50

FILED



**Wolters Kluwer**  
Corporate Legal Services

**CT Corporation**

515 East Park Avenue  
Tallahassee, FL

850 222 1092 tel  
850 222 7615 fax  
www.ctcorporation.com

February 1, 2012

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 8365677 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Palm Coast Health Care Associates, LLC (FL)  
Merger (Discontinuing Company)  
Florida

*w/ Certified Copy*

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

FILED  
2012 FEB -1 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FL 32302

**CERTIFICATE OF MERGER  
OF  
Palm Coast Health Care Associates, LLC, a Florida limited liability company  
INTO  
3001 Palm Coast Parkway Operations LLC, a Florida limited liability company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, Florida Statutes ("F.S.").

**FIRST:** The exact name, entity type and the jurisdiction of each merging party are:

**Name:** Palm Coast Health Care Associates, LLC  
**Entity Type:** Limited Liability Company  
**Jurisdiction of Organization:** Florida

**Name:** 3001 Palm Coast Parkway Operations LLC  
**Entity Type:** Limited Liability Company  
**Jurisdiction of Organization:** Florida

**SECOND:** The exact name, entity type and the jurisdiction of the surviving party is:

**Name:** 3001 Palm Coast Parkway Operations LLC  
**Entity Type:** Limited Liability Company  
**Jurisdiction of Organization:** Florida

**THIRD:** The plan of merger, attached hereto as Exhibit A, was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620 F.S.

**FOURTH:** The plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed and organized.

**FIFTH:** The effective date of the merger shall be February 1, 2012.

**SIXTH:** The surviving party is not an out-of-state entity and is a limited liability company duly organized under the laws of the State of Florida.

[SIGNATURE PAGE FOLLOWS]

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2012 FEB - 1 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*{Signature page to Certificate of Merger}*

IN WITNESS WHEREOF, the undersigned parties to the merger have caused this Certificate of Merger to be signed to as of this 17th day of January, 2012.

**NON-SURVIVOR:**

Palm Coast Health Care Associates, LLC, a Florida  
limited liability company

By: 

Christina K. Firth  
Authorized Representative

**SURVIVOR:**

3001 Palm Coast Parkway Operations LLC, a  
Florida limited liability company

By: 

Christina K. Firth  
Authorized Representative

FILED

2012 FEB -1 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A**  
**PLAN OF MERGER**

FILED

2012 FEB -1 AM 8:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is effective as of February 1, 2012 (the "Effective Date"), by and between Palm Coast Health Care Associates, LLC, a Florida limited liability company (the "Non-surviving Entity"), by resolution adopted by its sole member on or prior to February 1, 2012, and 3001 Palm Coast Parkway Operations LLC, a Florida limited liability company (the "Surviving Entity"), by resolutions adopted by its sole member on or prior to February 1, 2012.

WHEREAS, the Non-surviving Entity desires to merge with and into the Surviving Entity, with the Surviving Entity surviving the merger (the "Merger");

WHEREAS, the Surviving Entity desires to participate in the Merger;

NOW, THEREFORE, the terms of the Merger are set forth herein.

1. The exact name, form/entity type, and jurisdiction of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Palm Coast Health Care Associates, LLC	Florida	Limited Liability Company
3001 Palm Coast Parkway Operations LLC	Florida	Limited Liability Company

2. The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
3001 Palm Coast Parkway Operations LLC	Florida	Limited Liability Company

3. The Non-surviving Entity shall, pursuant to the applicable provisions of Florida law, be merged with and into the Surviving Entity, which shall be the Surviving Entity from and after the Effective Date and which shall continue to exist as the Surviving Entity pursuant to the provisions of Florida law. The separate existence of the Non-surviving Entity shall cease as of the Effective Date in accordance with the provisions of Florida law.

4. The Articles of Organization of the Surviving Entity in effect on the Effective Date shall be the Articles of Organization of the Surviving Entity as of and after the Effective Date until amended and changed in the manner prescribed by the provisions of Florida law.

5. The Limited Liability Company Operating Agreement of the Surviving Entity in effect on the Effective Date shall be the Limited Liability Company Operating Agreement of the Surviving Entity as of and after the Effective Date until amended and changed in the manner prescribed therein.

6. The manager of the Surviving Entity on the Effective Date shall be the manager of the Surviving Entity after the Merger, who shall hold his or her position until the appointment of his or her successor or until his or her tenure is otherwise terminated in accordance with the Limited Liability Company Operating Agreement of the Surviving Entity.

7. As of the Effective Date, by virtue of the Merger and without any action on the part of the member of the Surviving Entity or the Non-surviving Entity, the membership interest in the Non-surviving Entity shall automatically cease to exist. Because the sole member of the Surviving Entity is also the sole member of the Non-surviving Entity, no new membership interests in the Surviving Entity are necessary to be issued in exchange for such cancellation.

8. As of the Effective Date, as a result of the merger, the operations of the facility operated by the Non-surviving Entity immediately prior to the Effective Date shall be transferred to the Surviving Entity. The Surviving Entity shall operate the facility from and after the Effective Date.

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2012 FEB -1 AM 9:50  
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TALLAHASSEE, FLORIDA