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L01-12566

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DEPARTMENT OF STATE
12 FEB -1 PM 2:34

Wolters Kluwer
Corporate Legal Services

CT Corporation

515 East Park Avenue
Tallahassee, FL

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Harbor Beach 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

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2012 FEB -1 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER
OF
Harbor Beach Health Care Associates, LLC, a Florida limited liability company
INTO
1615 Miami Road 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: Harbor Beach Health Care Associates, LLC
Entity Type: Limited Liability Company
Jurisdiction of Organization: Florida

Name: 1615 Miami Road 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: 1615 Miami Road 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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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:

Harbor Beach Health Care Associates, LLC, a Florida limited liability company

By: ______________________________
Christina K. Firth
Authorized Representative

SURVIVOR:

1615 Miami Road Operations LLC, a Florida limited liability company

By: ______________________________
Christina K. Firth
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF MERGER

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2012 FEB -1 PM 2:25

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is effective as of February 1, 2012 (the "Effective Date"), by and between Harbor Beach 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 1615 Miami Road 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:

Name	Jurisdiction	Form/Entity Type
Harbor Beach Health Care Associates, LLC	Florida	Limited Liability Company
1615 Miami Road Operations LLC	Florida	Limited Liability Company

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

Name	Jurisdiction	Form/Entity Type
1615 Miami Road 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.

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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.