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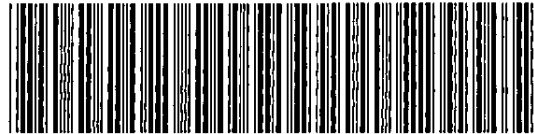
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Effective Date 5-1-2012

RECEIVED
12 MAY - 1 AM 10:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2012 MAY - 1 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

MAY 2 2012



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 186414 7578406

AUTHORIZATION :

COST LIMIT : \$ 185

Spivey

ORDER DATE : April 30, 2012

ORDER TIME : 1:31 PM

ORDER NO. : 186414-020

CUSTOMER NO: 7578406

DOMESTIC FILING

NAME: RELIANT SENIOR CARE
MANAGEMENT, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION
CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE AND PLAN OF CONVERSION
FOR
RELIANT SENIOR CARE MANAGEMENT, INC.
INTO
RELIANT SENIOR CARE MANAGEMENT, LLC**

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TALLAHASSEE, FLORIDA

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **RELIANT SENIOR CARE MANAGEMENT, INC.**, a Florida corporation (the "Corporation"), into **RELIANT SENIOR CARE MANAGEMENT, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

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1. **RELIANT SENIOR CARE MANAGEMENT, INC.**, a Florida corporation, was formed on January 4, 2012 and was domesticated into a Florida corporation on May 1, 2012.
2. The name of the Florida limited liability company is **RELIANT SENIOR CARE MANAGEMENT, LLC**, and it will be the resulting entity which will be governed by the laws of the State of Florida.
3. This Certificate and Plan of Conversion shall be effective May 1, 2012.
4. Pursuant to the conversion transaction, the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows:

The Shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding Shares, shall be converted into the same percentage of Member Interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of Member Interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.

5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

The undersigned have executed this Certificate and Plan of Conversion effective as of the 1st day of May, 2012.

**RELIANT SENIOR CARE
MANAGEMENT, INC.**, Converting Entity

By: 
ANTHONY J. FERRANTE, President

**RELIANT SENIOR CARE
MANAGEMENT, LLC**, Resulting Entity

By: 
ANTHONY J. FERRANTE, President

EXHIBIT A

ARTICLES OF ORGANIZATION
OF
RELIANT SENIOR CARE MANAGEMENT, LLC
(a Florida limited liability company)

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
RELIANT SENIOR CARE MANAGEMENT, LLC
(a Florida limited liability company)**

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **RELIANT SENIOR CARE MANAGEMENT, LLC** (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is:

3601 Island Ave.
Philadelphia, PA 19153

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301

The undersigned Member has executed these Articles of Organization effective as of the 1st day of May, 2012.



ANTHONY J. FERRANTE, Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

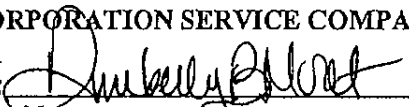
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **RELIANT SENIOR CARE MANAGEMENT, LLC** at the place designated in Article III of the Articles of Organization, **CORPORATION SERVICE COMPANY** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties. **CORPORATION SERVICE COMPANY** is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

CORPORATION SERVICE COMPANY

By: 
Print Name: Kimberly B. Moret
Its: Assistant Vice President
Date: 4/25, 2012

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TALLAHASSEE, FLORIDA

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