m02000002504

SPECTOR GADON & ROSEN, P. C.

NEW JERSEY OFFICE: 1000 LENOLA ROAD P.O. BOX 1001 MOORESTOWN, NJ 08057 (856) 778-8100 FAX (856) 722-5344 ATTORNEYS AT LAW
SEVEN PENN CENTER
1635 MARKET STREET
7TH FLOOR
PHILADELPHIA, PENNSYLVANIA 19103

DIRECT DIAL NUMBER

(215) 241-8888

E-MAIL [215] 241-8893 FAX (215) 241-8844

WWW.LAWSGR.COM

ispalding@lawsgr.com

September 19, 2002

VIA FEDEX

Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399 300007901513---4 -03/20/02--01071--004 ****125.00 *****125.00

Re: Senior Health Management-Orlando, LLC

Gentlemen/Ladies:

On behalf of the above-referenced Pennsylvania limited liability company, enclosed herewith for filing please find the following:

- 1. Application by Foreign LLC for Authorization to Transact Business in Florida;
- 2. Certificate of Designation of Registered Agent/Registered Office;

3. Certificate of Good Standing from Pennsylvania Secretary of State; and

4. Check in the amount of \$125.00 representing the filing and designation feets

ETARY OF ST

Name Availabili ty stamp	Kindly da ed, self-ado	te-stamp the enclosed copy of the Application and return it in the enc tressed envelope.
harranent Than	DCC	Very truly yours,
	DCC	(Juspalding
yengyer and	DCC	Jil/Spalding Legal Assistant

Acknowledgement Bart Wyart, President

Harry D. Madonna, Esquire

W. P. Verifyer DCC F\28814\003\LLC\FLAsosOtal_ltr.wpd

; Googes

1

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1.	Senior Health Management - Orlando, LLC		
	(Name of foreign limited liability company)	_	
2	Pennsylvania 3 3.		
•	(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)	_	
4.	August 27, 2002 5. Perpetual		
	(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")	_	
6.	Upon qualification. (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)	_	
7.	785 Fifth Avenue, Suite 5	ð	
	Chambersburg, PA 17201	2 SEP	
	(Street address of principal office)	. 0	
8.	If limited liability company is a manager-managed company, check here	20 A	
9.			
	Managing Member: Senjor Health Management, LLC	_ _	
	100 Second Avenue South	_	
	Suite 901 S		
	St. Petersburg, FL 33701	_	
10	 Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of re the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language translation of the certificate under oath of the translator must be submitted.) 		ls in
11	. Nature of business or purposes to be conducted or promoted in Florida:		
	Management of nursing home and assisted living facilities.	_	
	Senior Health Management, LLC, Sole Member By:		
	Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes		

Bart Wyatt, Sole Member of Senior Health Management, LLC Typed or printed name of signee

an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1.	The name	of the	Limited	Liability	Company	is:
----	----------	--------	---------	-----------	---------	-----

Senior Health Management - Orlando, LLC

2. The name and the Florida street address of the registered agent and office are:

Bart Wyatt	
(Name)	
100 Second Avenue South, Suite 901 S	;
Florida street address (P.O. Box NOT ACCEPTABLE)	
St. Petersburg, _{FL} 33701	
(City/State/Zip)	

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Bart Wyatt

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

SEPTEMBER 04. 2002

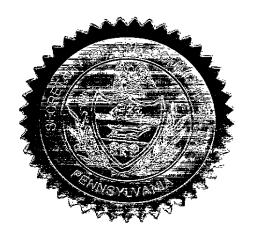
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

02 SEP 20 AM 10: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I DO HEREBY CERTIFY THAT,

SENIOR HEALTH MANAGEMENT-ORLANDO, LLC

is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office shown as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

JSOW