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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 325484 7233219
AUTHORIZATION : *Patricia Pizute*
COST LIMIT : \$ *470.00*

ORDER DATE : November 17, 2003

ORDER TIME : 2:29 PM

ORDER NO. : 325484-005

CUSTOMER NO: 7233219

CUSTOMER: Ms. Sally Harris
Home Quality Management, Inc.
Suite 155
2401 Pga Boulevard
Palm Beach Gard, FL 33410

FOREIGN FILINGS

NAME: HQM OF PORT ST. JOE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 1140

EXAMINER: _____

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TALLAHASSEE, FLORIDA

125.00

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

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

1. HQM of Port St. Joe, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. October 28, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATIONS
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2401 PGA Boulevard, Suite 155, Palm Beach Gardens, FL 33410

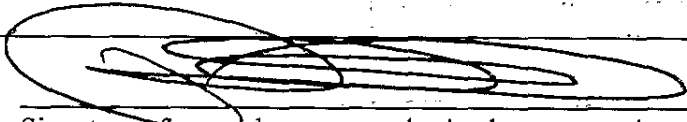
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

Home Quality Management, Inc., Sole Member, 2401 PGA Blvd., Suite 155,
Palm Beach Gardens, FL 33410

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Own skilled
care facility


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

Paul Walcsak, CEO of Member

Typed or printed name of signee

**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:

HQM of Port St. Joe, LLC

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

Sandra Adams, Esq.

(Name)

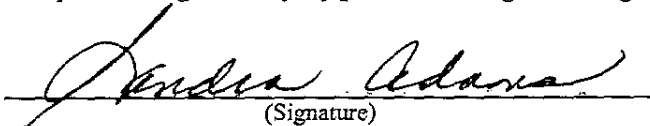
2401 PGA Blvd., Suite 155

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Palm Beach Gardens FL 33410

(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.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

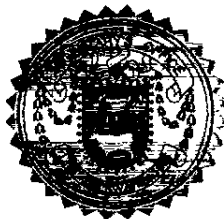
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HQM OF PORT ST. JOE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HQM OF PORT ST. JOE, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3720619 8300

AUTHENTICATION: 2754371

030737806

DATE: 11-17-03