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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

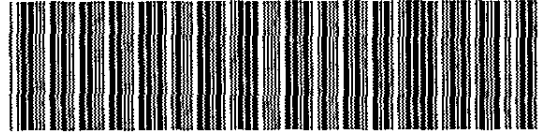
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/28/06--01026--027 **130.00

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DIVISION OF CORPORATIONS
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A handwritten signature in black ink, appearing to be the initials 'DB'.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Palmetto Brookview Operating LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Michael Greenwald
(Name of Person)

C/O Millennium Health Care Management
(Firm/Company)

1055 NE 125th Street
(Address)

North Miami, FL 33161
(City/State and Zip Code)

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For further information concerning this matter, please call:

Jack Heiney at (305) 981-8686
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. Palmetto Brookview Operating LLC
(Name of Foreign Limited Liability Company)
2. Delaware 3. 20-5424605
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. August 22, 2006 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1055 NE 125th Street, North Miami, FL 33161
(Street Address of Principal Office)

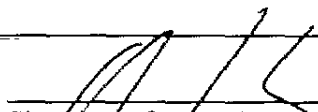
8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:

Avi Klein, Sole Manager, 1055 NE 125th Street, North Miami, FL 33161

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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: Operation of Nursing
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.)
Avi Klein

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:

Palmetto Brookview Operating LLC

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

Michael Greenwald

(Name)

1055 NE 125th Street

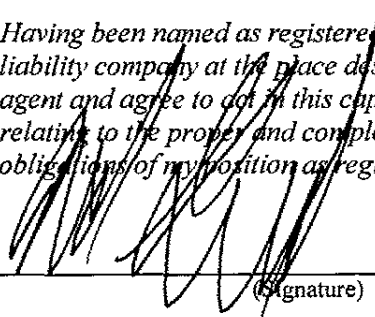
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

North Miami, FL 33161 FL

City/State/Zip

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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 do so 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, Florida Statutes.



(Signature)

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

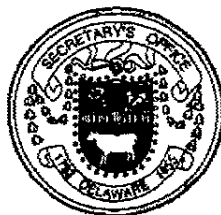
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PALMETTO BROOKVIEW OPERATING LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2006, AT 3:25 O'CLOCK P.M.

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060783624

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4992366

DATE: 08-23-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:14 PM 08/22/2006
FILED 03:25 PM 08/22/2006
SRV 060783624 - 4208729 FILE

CERTIFICATE OF FORMATION

OF

Palmetto Brookview Operating LLC

The undersigned, for the purpose of forming a limited liability company in accordance with the laws of the State of Delaware, hereby certifies that:

1. The name of the limited liability company is Palmetto Brookview Operating LLC.

2. The address of its registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent for service of process at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Palmetto Brookview Operating LLC this 22nd day of August, 2006.

/s/ Avi Klein
Avi Klein, Authorized Signatory

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