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Division of Corporations
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**MANOR CARE-LELY PALMS OF NAPLES FL (SH), LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Manor Care-Lely Palms of Naples FL (SH), LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: 08/27/2007

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____

5. New name of the limited liability company: Manor Care- Lely Palms of Naples FL (SH), LLC
(must end with "Limited Liability Company," "L.L.C." or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration: _____

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Signature of a member or the authorized representative of a member

Kathryn S. Hoops, Vice President, ManorCare Health Services, Inc., Member

Typed or printed name of signee

Filing Fee: \$25.00

FL007 - 06/26/2007 C T Systems Online

Delaware

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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 CORRECTION OF "MANOR CARE-LELY PALMS OF NAPLES FL (SH), LLC", CHANGING ITS NAME FROM "MANOR CARE-LELY PALMS OF NAPLES FL (SH), LLC" TO "MANOR CARE- LELY PALMS OF NAPLES FL (SH), LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2007, AT 1 O'CLOCK P.M.

FILED

07 NOV 14 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



4395360 8100
071221760

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6159314

DATE: 11-14-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:16 PM 11/14/2007
FILED 01:00 PM 11/14/2007
SRV 071221760 - 4395360 FILE

State of Delaware
Certificate of Correction
of a Limited Liability Company
to be filed pursuant to Section 18-211(a)

1. The name of the Limited Liability Company is:

Manor Care-Lely Palms of Naples FL (SH), LLC

2. That a Certificate of Formation was filed by the Secretary of State of Delaware on July 24, 2007, and that said Certificate requires correction as permitted by Section 18-211 of the Limited Liability Company Act.

3. The inaccuracy or defect of said Certificate is:

The name of the limited liability company listed on the Certificate of Formation is missing a space between the hyphen and the "L" in "Lely".

4. The Certificate is hereby corrected to read as follows:

First. The name of the limited liability company formed hereby is

Manor Care- Lely Palms of Naples FL (SH), LLC

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 7th day of November, 2007.

By:


Kathryn S. Hoops
Authorized Person

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