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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ManorCare Health Services, LLC

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**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. ManorCare Health Services, LLC
(Name of Foreign Limited Liability Company; must include "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 include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 26-1305666
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 17, 2007 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
 (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 333 N. Summit Street, Attn. Taxes
Toledo, OH 43604
(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:
Matthew S. Kang 333 N. Summit St., Toledo, OH 43604

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: Operator of skilled nursing
facilities

Matthew S. Kang
 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.)
Matthew S. Kang
 Typed or printed name of signee

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**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:

ManorCare Health Services, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

CT Corporation System
(Name)

1200 South Pine Island Road
Florida Street Address (P.O. Box **NOT ACCEPTABLE**)

Plantation FL 33324
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 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, Florida Statutes.

By: *Samantha Jones*
(Signature)

Samantha Jones
Assistant Secretary

\$ 000.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

CONSENT TO USE OF SIMILAR NAME

The undersigned corporation, ManorCare Health Services, Inc., a Delaware corporation authorized to transact business in Florida (the "Corporation"), desiring to consent to the use of a name similar to its name by another entity, hereby certifies that:

1. The name of the Corporation executing this Consent to Use of Similar Name is:

ManorCare Health Services, Inc.

2. The address of the Corporation's current registered office in the state of Florida is: 1200 South Pine Island Road, Plantation, FL 33324. Its registered agent at that office is: CT Corporation System.

3. The date of the Corporation's incorporation in Delaware is: October 18, 1968. It became authorized to transact business in Florida on December 13, 1982

4. The entity entitled to the benefit of this Consent to Use of Similar Name is:

ManorCare Health Services, LLC

IN TESTIMONY WHEREOF, the undersigned Corporation has caused this Consent to Use of Similar Name to be signed by a duly authorized officer thereof this 2nd day of November, 2007.

MANORCARE HEALTH SERVICES, INC.

By: Matthew S. Kang
Name: Matthew S. Kang
Title: Vice President & Treasurer

Delaware

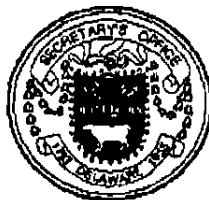
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANORCARE HEALTH SERVICES, 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 FIFTH DAY OF NOVEMBER, A.D. 2007.

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

4409603 8300
071191589



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6134072
DATE: 11-05-07