M98000000844

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 915101 4320757

AUTHORIZATION : Patricia Pyatt

COST LIMIT : $ 285.00

FILED
98 AUG -5 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 4, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 915101-015

CM

CUSTOMER NO: 4320757

CUSTOMER: Ms. Doree Kuhlman
Manor Care, Inc.
11555 Darnestown Rd.
Gaithersburg, MD 20878

300002607913--4

FOREIGN FILINGS

NAME: TAMPA ARDEN, 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: Stacy L Earnest

RECEIVED
98 AUG -5 AM 11:24
DIVISION OF CORPORATION

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. Tampa Arden, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied For
(FEI number, if applicable)

4. August 4, 1998
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. August , 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)

7. c/o Manor Care, Inc.
11555 Darnestown Road
Gaithersburg, MD 20878
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
fax- 3441 Manor Care, Inc. 11555 Darnestown Road Gaithersburg, MD 20878	Sole Member		

Filing Fee: $ 52.50 for Application

(FLA - LLC 3289 - 3/10/97)

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Tampa Arden, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The name and address of the registered agent and office is:

Corporation Service Company
(Name)

1201 Hays Street
(P.O. Box not acceptable)

Tallahassee, FL 32301
(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.

Corporation Service Company

By: Sheila R. Hawkins — 8-4-98
(Signature) (Date)
Sheila Hawkins, Asst. Secy.

FILING FEE: $ 35 for Designation of Registered Agent

(FLA. - LLC 3364 - 3/10/97)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Tampa Arden, LLC _____ deposes and says:

1) the above named limited liability company has at least one member

2) the total amount of cash contributed by the member(s) is $ 200.00 .

3) if any, the agreed value of property other than cash contributed by member(s) is $ 0 . A description of the property is attached and made a part hereto.

4) the total amount of cash or property anticipated to be contributed by member(s) is $ 200.00 . This total includes amounts from 2 and 3 above.

Manor Care, Inc.

By: _____

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Name: James H. Rempe
Title: Sr. Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

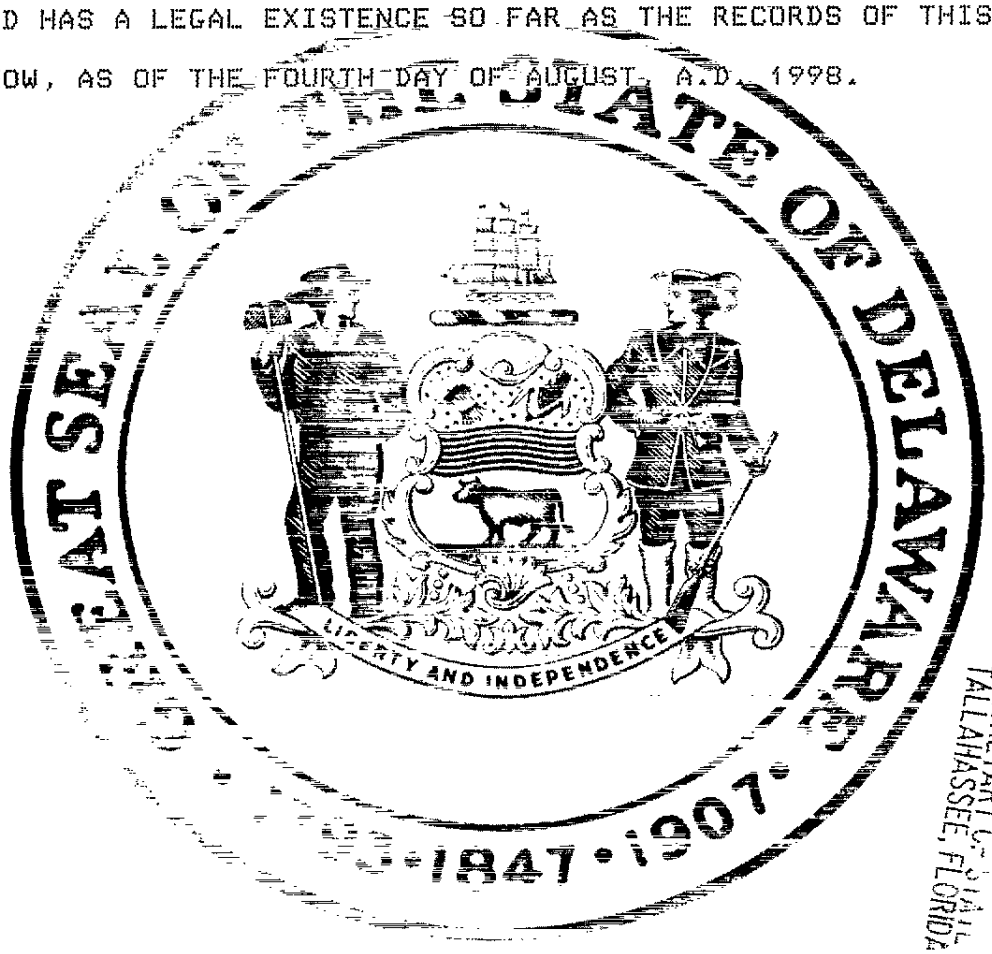
Filing Fee: $52.50 for Affidavit

(FLA. - LLC 3348 - 3/10/97)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TAMPA ARDEN, 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 FOURTH DAY OF AUGUST, A.D. 1998.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9233497

DATE: 08-04-98