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THOMPSON
HINE & FLORY LLP

Attorneys at Law
September 10, 1999

Amy T. Hamilton
(513) 352-6619
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VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Life Care of Tennessee LLC

800002985668--1
-09/13/99--01132--006
****285.00 ****285.00

Dear Sir/Madam:

Enclosed for filing is an original and one copy of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, an Affidavit of Membership and Contributions, a Certificate of Designation of Registered Agent, a certificate of good standing from Delaware for the above-referenced company, and our firm's check for \$285.00 to cover the requisite fees.

Kindly forward evidence of this filing to my attention in the Federal Express return envelope provided.

Thank you for your assistance.

Sincerely,



Amy T. Hamilton
Certified Legal Assistant

Enclosures

ALY

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DIVISION OF CORPORATIONS
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**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. LIFE CARE OF TENNESSEE LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware 3. 61-1347088
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 21, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 100 E. RiverCenter Blvd., Suite 1500
Covington, KY 41011
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>LCPS Acquisition, LLC</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>100 E. RiverCenter Blvd.,</u>		<u></u>	
<u>Covington, KY 41011</u>		<u></u>	
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of LIFE CARE OF TENNESSEE
LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,000.00 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 2,000.00 .
(This total includes amounts from 2 and 3 above.)



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.)

LCPS Acquisition, LLC
By Catherine I. Greany, Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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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:

LIFE CARE OF TENNESSEE LLC

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

C.T. CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

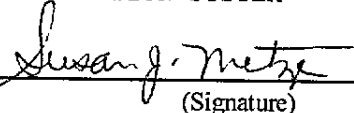
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324

(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.

C T CORPORATION SYSTEM



(Signature)

Susan J. Motzo

Assistant Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIFE CARE OF TENNESSEE 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 THIRD DAY OF SEPTEMBER, A.D. 1999.



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991370269

Edward J. Freel
Edward J. Freel, Secretary of State

9955499

AUTHENTICATION:

DATE:

09-03-99

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