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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BROOKS SKILLED NURSING, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BROOKS SKILLED NURSING, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, BROOKS SKILLED NURSING, INC., a Florida not for profit corporation (the "Corporation"), adopts the following articles of amendment to its articles of incorporation:

1. The following language is hereby added as subsection (b)(vii) to Article II of the Articles of Incorporation of the Corporation:

"(vii) The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation, including, without limitation, the power to: (A) receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Code, and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value; (B) dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; (C) borrow funds for the benefit of the Corporation, for the benefit of the Member, or for the benefit of any affiliate of the Member; (D) make contributions, distributions, grants or loans to the Member or any affiliate of the Member; and (E) do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees, directors or officers, including, without limitation, making contributions, distributions, grants or loans to other organizations recognized as exempt under Section 501(c)(3) of the Code, whether or not such organizations are affiliated with the Member."

2. The date of the adoption of the amendment was August 16, 2010.

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3. The amendment was adopted by the Board of Directors following the approval of Genesis Health, Inc., the sole Member of the Corporation.

IN WITNESS WHEREOF, the undersigned officer of Brooks Skilled Nursing, Inc. hereby certifies that these Articles of Amendment were adopted by the Corporation effective as of August 16, 2010.

BROOKS SKILLED NURSING, INC.

By: Michael Spigel  
Name: Michael Spigel  
Title: President