

P05000044490

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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EXAMINER



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CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

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850 222 7615 fax
www.ctlegalsolutions.com

December 23, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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08 DEC 23 AM 8:15
TALLAHASSEE, FLORIDA

Re: Order #: 7445959 SO
Customer Reference 1: N/A
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Panama City Nursing Center Inc. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Panama City Nursing Center, Inc.

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

Carolyn Silva-Quagliato
(Contact Person)
CapitalSource Inc.
(Firm/Company)
4445 Willard Avenue, 12th Floor
(Address)
Chevy Chase, MD 20815
(City, State and Zip Code)

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For further information concerning this matter, please call:

Carolyn Silva-Quagliato at (301) 841-2765
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$35.00 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee and Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee and Certified Copy	<input checked="" type="checkbox"/> \$52.50 Filing Fee, Certified Copy, and Certificate of Status
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STREET ADDRESS: MAILING ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

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08 DEC 23 AM 8:15
TALLAHASSEE, FLORIDA

This Certificate of Conversion is submitted to convert the following Florida Profit Corporation

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is: Panama City Nursing Center, Inc.

2. The name of the "Other Business Entity" is: Panama City Nursing Center LLC.

3. The "Other Business Entity" is a limited liability company formed under the laws of Delaware.

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. The written consent of each shareholder who, as a result of the conversion, is now a member of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on: December 23, 2008.

8. This conversion shall be effective in Florida on: December 23, 2008.

9. The "Other Business Entity's" principal office address, if any:

c/o CapitalSource Inc.
4445 Willard Avenue, 12th Floor
Chevy Chase, MD 20815

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

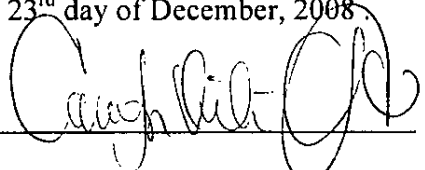
a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street and Mailing Address: c/o CapitalSource Inc.
4445 Willard Avenue, 12th Floor
Chevy Chase, MD 20815

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 23rd day of December, 2008.

Signature: 

Printed Name: Carolyn Silva-Quagliato

Title: Assistant Secretary