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Cindu HARRAS

### COR AMND/RESTATE/CORRECT OR O/D RESIGN

HEALTH CARE PROPERTY INVESTORS, INC.

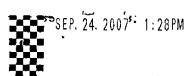
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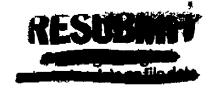
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September 14, 2007

FLORIDA DEPARTMENT OF STATE

HEALTH CARE PROPERTY INVESTORS, INC.

3760 KILROY AIRPORT WAY SUITE 300

LONG BEACH, FL 90806US

SUBJECT: HEALTH CARE PROPERTY INVESTORS, INC

REF: P05952

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell Document Specialist FAX Aud. #: H07000226127 Letter Number: 807A00054505

RECEIVER

2007 SEP 24 AM 8: 00
SECRETARY OF STATE

## PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

#### SECTION I (1-3 must be completed)

P05952	
(Document number of corporation (if	known)
1. Health Care Property Investors, Inc. (Name of corporation as it appears on the records of the seconds of the second of the seconds of the second of the seco	he Department of State)
,	
2. Maryland 3. May (Incorporated under laws of) (E	9, 1985  ate authorized to do business in Florida)
	7 S 6
SECTION II (4-7 complete only the applicabl	SA P
4. If the amendment changes the name of the corporation, when was the	e change effected under the Aws of 👱 🧣
its jurisdiction of incorporation? 9/7/2007	
HCP, Inc.	LOR
(Name of corporation after the amendment, adding suffix "corporation appropriate abbreviation, if not contained in new name of the corporate appropriate abbreviation, if not contained in new name of the corporate name is unavailable in Florida, enter alternate corporate name business in Florida)	ration)
6. If the amendment changes the period of duration, indicate new period	d of duration.
(New duration)	
7. If the amendment changes the jurisdiction of incorporation, indicate a	new jurisdiction.
(New jurisdiction)	The state of the s
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)	
Edward J. Henning	Corporate Secretary
(Typed or printed name of person signing)	(Title of person signing)

## STATE OF MARYLAND Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ARTICLES OF AMENDMENT OF HEALTH CARE PROPERTY INVESTORS, INC. CHANGING ITS NAME TO HCP, INC. WERE RECEIVED AND APPROVED BY THIS DEPARTMENT FOR RECORD ON SEPTEMBER 7, 2007 AT 12:59 P.M.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS SEPTEMBER 12, 2007.

Paul B. Anderson Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1344 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
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