

Division of Corporations

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P93000002199

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

SKILLED SERVICES CORPORATION

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DIVISION OF CORPORATIONS

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July 3, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SKILLED SERVICES CORPORATION
11300 4TH STREET NORTH
STE 100
ST. PETERSBURG, FL 33716

SUBJECT: SKILLED SERVICES CORPORATION
REF: P93000002199

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CERTIFICATE OF MERGER

The following Certificate of Merger is submitted to merge the following Florida limited liability companies and corporations in accordance with Sections 607.1109 and 608.4382 of the Florida Statutes:

FIRST: The exact name, form/entity type and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Skilled Services of Phoenix, LLC - L02-33641	FL	LLC
Skilled Services of San Diego, LLC - L02-33637	FL	LLC
Skilled Services of LA Basin, LLC - L06-46177	FL	LLC
Skilled Services of Colorado, LLC - L04-84794	FL	LLC
Skilled Services of Charlotte, LLC - L06-84463	FL	LLC
Skilled Services of Austin, LLC - L02-33633	FL	LLC
Skilled Services of Dallas, LLC - L02-33640	FL	LLC
Skilled Services of Jacksonville, LLC - L02-33645	FL	LLC
Skilled Services of Orlando, LLC - L02-33650	FL	LLC
Skilled Services of Polk County, LLC - L08-10433	FL	LLC
Skilled Services of South Florida, LLC - L02-33643	FL	LLC
Skilled Services of Tampa Bay, LLC - L02-33644	FL	LLC
Skilled Services of Houston, LLC - L02-33642	FL	LLC
Skilled Services Corporation of Texas - P97-43237	FL	Corp

SECOND: The exact name, form/entity type and jurisdiction of the surviving party are as follows:

Skilled Services Corporation - P93-2199	FL	Corp
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THIRD: The attached plan of merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with applicable provisions of Chapters 607 and 608 of the Florida Statutes.

FOURTH: There are no business entities party to the merger that are domiciled in any State other than Florida.

FIFTH: The effective date of the merger shall be the date of filing of these Articles of Merger with the Secretary of State of Florida.

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SIXTH: Signatures for Each Party:**Skilled Services Corporation**

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services of Phoenix, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary


Skilled Services of San Diego, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services of LA Basin, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services of Colorado, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services of Charlotte, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

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Skilled Services of Austin, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services of Dallas, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services of Jacksonville, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services of Orlando, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services of Polk County, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services of South Florida, LLC


By: 
Name: Todd N. Gilman
Its: Assistant Secretary

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Skilled Services of Tampa Bay, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services of Houston, LLC

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

Skilled Services Corporation of Texas

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

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PLAN OF MERGER

FIRST: The exact name, form/entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Skilled Services of Phoenix, LLC	FL	LLC
Skilled Services of San Diego, LLC	FL	LLC
Skilled Services of LA Basin, LLC	FL	LLC
Skilled Services of Colorado, LLC	FL	LLC
Skilled Services of Charlotte, LLC	FL	LLC
Skilled Services of Austin, LLC	FL	LLC
Skilled Services of Dallas, LLC	FL	LLC
Skilled Services of Jacksonville, LLC	FL	LLC
Skilled Services of Orlando, LLC	FL	LLC
Skilled Services of Polk County, LLC	FL	LLC
Skilled Services of South Florida, LLC	FL	LLC
Skilled Services of Tampa Bay, LLC	FL	LLC
Skilled Services of Houston, LLC	FL	LLC
Skilled Services Corporation of Texas	FL	Corp

SECOND: The exact name, form/entity type and jurisdiction of the surviving party are as follows:

Skilled Services Corporation	FL	Corp
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THIRD: The terms and conditions of the merger are as follows:

3.1 The Merger. On the Effective Date (as defined below) of the merger, each merging party shall be merged with and into the surviving party and the separate existence of each merging party shall cease and the surviving party shall survive such merger.

3.2 Articles of Incorporation and Bylaws. The articles of incorporation and bylaws of the surviving party as in effect immediately prior to the Effective Date shall be the articles of incorporation and bylaws of the surviving party after consummation of the merger.

3.3 Directors and Officers. Upon consummation of the merger, the directors and officers of the surviving party in office on the Effective Date shall be the directors and officers of the surviving party, subject to the applicable provisions of the articles of incorporation and bylaws of the surviving party, until their successors shall have been elected and qualified.

3.4 Property and Liabilities of Constituent Entities. On the Effective Date, the separate existence of each merging party shall cease and each merging party shall be merged into the surviving party. The surviving party, from and after the Effective Date, shall possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public as well

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as of a private nature, and be subject to all the restrictions, disabilities and duties of each merging party and the surviving party (collectively, the "Constituent Entities"); all rights, privileges, powers and franchises of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to any of the Constituent Entities on whatever account as well for stock subscriptions as all other things in action or belonging to each of the Constituent Entities shall be vested in the surviving party; and all property, rights, privileges, powers and franchises, and all other interests shall be thereafter as effectually the property of the surviving party as they were of the several and respective Constituent Entities and the title to any real estate vested by deed or otherwise in any of the Constituent Entities shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities thenceforth shall attach to the surviving party, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against any Constituent Entity may be prosecuted to judgment or decree as if the merger had not taken place, or the surviving party may be substituted in such action or proceeding.

3.6 Effective Date and Time. This plan of merger shall become effective on July 2, 2007 (the "Effective Date")

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of common stock of Skilled Services Corporation of Texas issued and outstanding immediately before the Effective Date of the merger shall be canceled without any consideration being issued or paid therefor, without any further action on the part of the holder thereof. Each membership interest of each merging party that is a limited liability company issued and outstanding immediately before the Effective Date of the merger shall be canceled without any consideration being issued or paid therefor, without any further action on the part of the holder thereof.

None of the merging parties currently have any outstanding rights to acquire interests, shares, obligations or other securities of the merging party.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized or incorporated are as follows: None

SIXTH: Other provisions, if any, relating to the merger are as follows: None

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