

P93000002199

Page 1 of 1

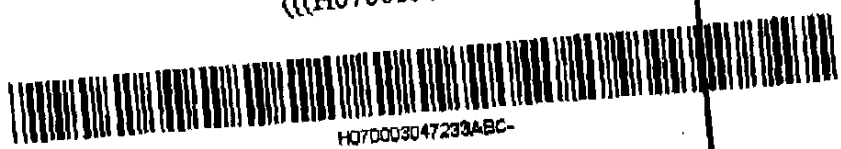
Division of Corporations

Florida Department of State
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EFFECTIVE DATE
12/30/07

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Skilled Services Corporation

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$87.50

40.00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA**CERTIFICATE OF MERGER**

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

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

Name	Jurisdiction	Form/Entity Type
S.H.S., LLC L04-12894	FL	LLC

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

Name	Jurisdiction	Form/Entity Type
Skilled Services Corporation P93-2199	FL	Corp

THIRD: The attached plan of merger was approved by the 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 December 30, 2007, the date of filing of this Certificate of Merger with the Secretary of State of Florida, and the effective time of the merger shall be at 11:58 p.m. Eastern Standard Time on December 30, 2007.

SIXTH: Signatures for Each Party:

Skilled Services Corporation

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

S.H.S., LLC

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

PLAN OF MERGER

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

Name	Jurisdiction	Form/Entity Type
S.H.S., LLC	FL	LLC

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

Name	Jurisdiction	Form/Entity Type
Skilled Services Corporation	FL	Corp

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, the merging party shall be merged with and into the surviving party and the separate existence of the 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 the merging party shall cease and the 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 as of a private nature, and be subject to all the restrictions, disabilities and duties of the 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 December 30, 2007 (the "Effective Date") at 11:58 p.m. Eastern Standard Time on 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:

All of the membership interests of S.H.S., LLC issued and outstanding immediately before the Effective Date are held by Skilled Services Corporation, the surviving party. All of such membership interest will be canceled without any consideration being issued or paid therefore, without any further action on the part of any 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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