

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

WELCARE INTERNATIONAL MANAGEMENT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WELCARE INTERNATIONAL MANAGEMENT CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to WELCARE INTERNATIONAL MANAGEMENT CORPORATION to transact business in this State under the name WELCARE INTERNATIONAL MANAGEMENT CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 6, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By _____

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation) ^{MAR 6 9 26 AM '92}

SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is WelCare International Management Corporation

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Georgia

4. The date of its incorporation is November 16, 1990 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 7000 Central Parkway, Suite 970, Atlanta, GA 30328

6. The address to which correspondence should be addressed, if different from that in Item 5.

7. The street address of its proposed registered office in Idaho is 300 N. 6th Street, Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: To own and manage nursing homes

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
J. Stephen Eaton	Director & President & Treasurer	7000 Central Parkway, Ste. 970, Atlanta, GA 30328
Kent C. Fosha	Vice President	7000 Central Parkway, Ste. 970, Atlanta, GA 30328
Alan C. Dahl	Vice President	7000 Central Parkway, Ste. 970, Atlanta, GA 30328
Lisa A. Bennett	Secretary	7000 Central Parkway, Ste. 970, Atlanta, GA 30328
Paul A. Quiros	Asst. Secretary	1201 Peachtree Street, Ste. 2200, Atlanta, GA 30361

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 3/2/92

WelCare International Management Corporation

By J. Stephen Eaton (Corporation name) J. Stephen Eaton
 its President/Vice President (please specify)
 and Lisa A. Bennett Lisa A. Bennett
 its Secretary/Assistant Secretary (please specify)

STATE OF GEORGIA)
) ss:
 COUNTY OF FULTON)

I, Sandra M. Hicks, a notary public, do hereby certify that on this 2 day of March, 19 92, personally appeared before me J. Stephen Eaton and Lisa A. Bennett, respectively, they who being by me first duly sworn, declared that ~~they~~ are the President and Secretary, respectively, of _____

WelCare International Management Corporation,
 that ~~she~~ each signed the foregoing documents as President and Secretary, respectively, of the corporation and that the statements therein contained are true.

Sandra M. Hicks Notary Public, Cobb County, Georgia
 My Commission Expires July 30, 1996
 Notary Public (SEAL)

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 920560278
CONTROL NUMBER : 9021060
DATE INS/AUTH/FILED: 11/16/1990
JURISDICTION: 26 AM '92 FULTON
PRINT DATE : 02/25/1992
SECRETARY OF STATE FORM NUMBER 211

GINA REEDER / NELSON, MULLINS ET AL
1201 PEACHTREE STREET
STE. 2200
ATLANTA GA 30361

CERTIFICATE OF EXISTENCE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

WELCARE INTERNATIONAL MANAGEMENT CORPORATION
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta