

Filing and License Fee: \$310.00 minimum

ID Number: 140981



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1 1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement.

1 The name of the corporation is Long Term Care Group, Inc.

2 It is incorporated under the laws of Delaware

3 The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
LTCG, Inc.

4 The date of its incorporation is 11-8-1996 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 2141 Rosecrans Ave, Suite 5175, El Segundo, CA 90245

6 The address of its proposed registered office in Rhode Island is 170 Westminster, Suite 900
(Street Address, not P.O. Box)

Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

7 The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:

8 The names and respective addresses of the directors and officers are

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

JUN 22 2004

By M35369

9 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		.01

10 The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		.01

11 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 5,000,000

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is .07 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12 (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 54,800,000

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 40,000

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .07 % [divide (b) by (a) and multiply by 100 to obtain the percentage]

13 This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date 6/17/04

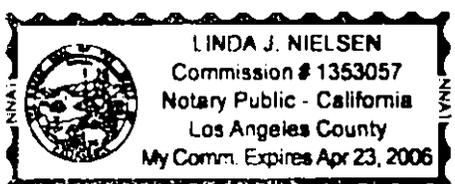
Long Term Care Group, Inc.
Print Exact Name of Corporation Making Application

By Teddy D. White
 President or Vice President (check one)

By [Signature] AND [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF California
COUNTY OF Los Angeles

In El Segundo, on this 17th day of June, 2004, before me personally appeared Teddy D. White + David Buckley who, being duly sworn, declared that ~~he/she~~ ^{they are} the President + Christ Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements hereon contained are true.



Linda J. Nielsen
Notary Public
My Commission Expires April 23, 2006

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "LONG TERM CARE GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

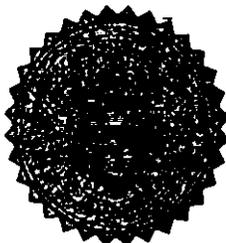
RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF APRIL, A.D. 2004, AT 3:32 O'CLOCK P.M.

2680140 8100X

040420410

AUTHENTICATION: 3155722

DATE: 06-07-04



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State