

WHEREAS, the Boardsof Directors deem it advisable for the mutual benefit of the Constituent Corporations and their sole shareholder that Constituent Corporations be merged upon the terms and conditions hereafter set forth, and such Boards of Directors have approved this Joint Agreement and Plan of Merger:

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and in accordance with the laws of the State of S. Carolina , the Constituent Corporations and their respective Boards of Directors hereby agree that Constituent Corporations shall be merged into a single corporation effective as of the Effective Date (herein defined), and hereby prescribe the terms and conditions of the merger, the mode of carrying the merger into effect and the manner and basis of converting the issued and outstanding shares of Constituent Corporations.

I. NAME OF SURVIVING CORPORATION; CERTIFICATE OF INCORPORATION; BY-LAWS

1.1 Name of Surviving Corporation. The name of the corporation which shall survive the merger is, and after the Effective Date shall be Extendicare/Greenville, Inc. a South Carolina corporation (the "Surviving Corporation"), and the Articles of Incorporation are hereby amended changing the name to Extendicare of South Carolina, Inc.