

F01000003613

Central Licensing Bureau, Inc.

SUITE 550
PROSPECT BUILDING
1501 NORTH UNIVERSITY
LITTLE ROCK, ARKANSAS 72207-5271

(501) 664-8044
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REVA FLETCHER
President

GENA BRADSHAW, FLMI
Senior Vice President

W.H.L. WOODYARD IV
Vice President

July 2, 2001

Florida Division of Corporations
Registration Section
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find the necessary documents to qualify **SENIOR HEALTH MANAGEMENT CORPORATION** to do business in your state.

I trust this letter and the enclosed documents place them in compliance with your state Statutes. However, if any further action is required, please do not hesitate to contact me.

Thank you for your consideration of this filing.

Sincerely,

Angie Jones
Initial Licensing Division

aj

Enclosures

FILED
01 JUL -6 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SENIOR HEALTH MANAGEMENT CORPORATION

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)

2. Nevada

(State or country under the law of which it is incorporated)

3. 88-0221568

(FEI number, if applicable)

4. June 17, 1986

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2400 Las Gallinas Avenue, Suite 135

San Rafael, California 94903

(Current mailing address)

8. To conduct the business of insurance, functioning as an insurance agency.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

SEE ATTACHED

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Hersh Markusfeld

Address: 2400 Las Gallinas Avenue, Suite 135
San Rafael, California 94903

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Hersh Markusfeld

Address: 2400 Las Gallinas Avenue, Suite 135
San Rafael, California 94903

Vice President: Caroline Talbott

Address: 2400 Las Gallinas Avenue, Suite 135
San Rafael, California 94903

Secretary: Caroline Talbott

Address: 2400 Las Gallinas Avenue, Suite 135
San Rafael, California 94903

Treasurer: Gary Haben

Address: 2400 Las Gallinas Ave, Suite 135
San Rafael, CA 94903

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Caroline Talbott
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. the Caroline Talbott, Vice President/Secretary
(Typed or printed name and capacity of person signing application)

SENIOR HEALTH MANAGEMENT CORPORATION

LIST OF OFFICERS & DIRECTORS

Hersh Markusfeld, Chairman/President
2400 Las Gallinas Avenue, Suite 135
San Rafael, California 94903

Caroline Talbott, Vice President/Secretary
2400 Las Gallinas Avenue, Suite 135
San Rafael, California 94903

Gary Haber, CFO/Treasurer
2400 Las Gallinas Avenue, Suite 135
San Rafael, California 94903

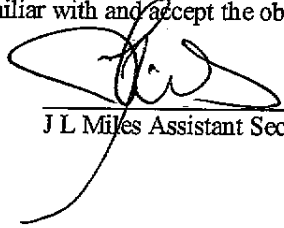
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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned corporation authorized under the laws of the state of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: SENIOR HEALTH MANAGEMENT CORPORSATION
2. The name and address of the registered agent and office is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

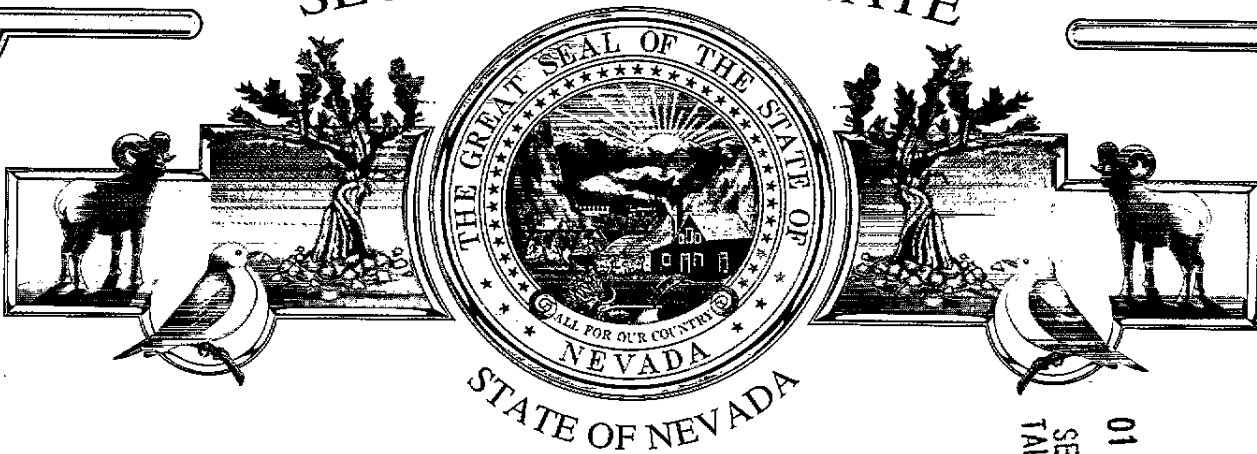
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



J L Miles Assistant Secretary

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TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SENIOR HEALTH MANAGEMENT CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 17, 1986, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 25, 2001.



Dean Heller

Secretary of State

By

Racquelina Arroyo

Certification Clerk