

F96000003959

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MEMBER FINANCIAL ASSOCIATION
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BOCA RATON, FLORIDA 33431
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May 8, 1996

Secretary of States Office
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200001816812
-05/10/96--01062--005
*****70.00 *****70.00

Re: APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

To whom it may concern:

Enclosed you will find a check made payable to the Secretary of States Office in the amount of \$70.00, an application and a certified copy of United Pet Care, Inc.'s Articles of Incorporation. This company will be applying for their HMO license within the next week or so. Would it be possible to rush the application a little. I have also enclosed a return Fed Ex package.

If you have any problems, please do not hesitate to contact me at 1-800-881-2027.

Thank you,
Melinda Rogoff

Melinda Rogoff
MER
Enc.

W96-10372

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. UNITED PET CARE, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 18, 1995 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. NOT CONDUCTING BUSINESS AT THIS TIME IN THE STATE OF FL.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. THREE CHRISTINA SENTRE, 201 N. WALNUT STREET
WILMINGTON, DE 19801
(Current mailing address)
8. PLEASE SEE ATTACHED ARTICLES OF INCORPORATION.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

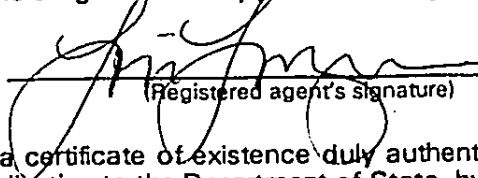
9. Name and street address of Florida registered agent:

Name: LORI A. LOVGREN
Office Address: 888 S.E. 3RD AVENUE, Suite 500
Ft. Lauderdale, Florida, _____
(Zip Code)

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TALLAHASSEE, FLORIDA

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.


(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:

A. DIRECTORS

Chairman: Dr. Mike Solnik
Address: 7900 Glades Road, Suite 610
Boca Raton, FL 33434

Vice Chairman: DR. ANDREW RICHMAN
Address: 7900 Glades Road, Suite 610
Boca Raton, FL 33434

Director: Dr. Mike Solnik
Address: 7900 Glades Road, Suite 610
Boca Raton, FL 33434

Director: DR. ANDREW RICHMAN
Address: 7900 Glades Road, Suite 610
Boca Raton, FL 33434

B. OFFICERS

President: Dr. Mike Solnik
Address: 7900 Glades Road, suite 610
Boca Raton, FL 33434

Vice President: DR. ANDREW RICHMAN
Address: 7900 Glades Road, Suite 610
Boca Raton, FL 33434

Secretary: Dr. Mike Solnik
Address: 7900 Glades Road, Suite 610
Boca Raton, FL 33434

Treasurer: DR. ANDREW RICHMAN
Address: 7900 Glades Road, Suite 610
Boca Raton, FL 33434

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

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

14. MIKE SOLNIK CHAIRMAN
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITED PET CARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF AUGUST, A.D. 1996.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8051682
DATE: 08-01-96