

F98000002324
TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

300002483153-6
-04/08/98-01109-001
*****78.75 *****78.75

SUBJECT: Alicare, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Deanna Lang
(Name of Person)
Alicare, Inc.
(Firm/Company)
730 Broadway
(Address)
New York, NY 10003
(City, State and Zip Code)

W98-7940

4/23

Should you need to call someone concerning this matter, please call:

Deanna Lang at (4212) 539-5217
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
98 APR 23 PM 12:24

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1998

DEANNA LANG
730 BROADWAY
NEW YORK, NY 10003

*CT Corporation System -
Tallahassee*

SUBJECT: ALICARE, INC.
Ref. Number: W98000007940

We have received your document for ALICARE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 798A00018856

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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. Alicare, 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. New York State 3. 13-3432219
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/27/87 5. Perpetual
(Date of Incorporation) (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. 730 Broadway
New York, NY 10003
(Current mailing address)

8. Third Parth Administration
(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: 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.*

Charles W Meyer
(Registered agent's signature)
CHARLES W. MEYER
SPECIAL ASST. SECRETARY

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.

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

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

Chairman: _____

Address: _____

Please see attached list

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Please see attached list.

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. X Mark Schwartz
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark Schwartz Secretary
(Typed or printed name and capacity of person signing application)

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NAMES:

TITLES:

Richard Koven

President

Arthur Kurek

Executive Vice President

Deanna Lang Gilman

Executive Vice President

Nina Chakraborty

Assistant Vice President

Mark Schwartz

Secretary

Lorraine Drake

Vice President

Ira Schwartz

Director

Miriann Lee-Yoo

Assistant Vice President

Ronald L. Minikes

Director

Michael Thompson

Assistant Vice President

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State of New York. | SS:
Department of State

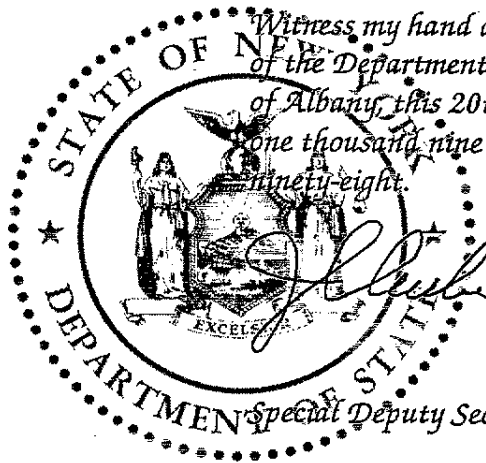
I hereby certify, that the certificate of incorporation of ALICARE, INC. was filed on 05/27/1987, under the name of ALIVEST, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Merger and Name Change of ALIVEST, INC., changing name to ALICARE, INC. was filed on 09/29/1995.

A Biennial Statement was filed 04/07/1998.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of April
one thousand nine hundred and
ninety-eight.



[Signature]
Special Deputy Secretary of State

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