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ACCOUNT NO. : 072100000032

REFERENCE : 073798 4350571

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 21, 1998

ORDER TIME : 1:38 PM

ORDER NO. : 073798-005

CUSTOMER NO: 4350571

CUSTOMER: Joanne M. Sarubbi, Esq
Bendit Weinstock
80 Main Street

West Orange, NJ 07052

900002719889-5
-12/22/98-01086-020
*****70.00 *****70.00

FOREIGN FILINGS

NAME: BYRAM HEALTHCARE CENTERS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

FILED
98 DEC 22 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA
98 DEC 22 PM 2:35
DEPARTMENT OF CORPORATION

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: Peter A. Phillips

Address: 69 Emily Road
Far Hills, New Jersey 07931

Vice Chairman: Lawrence E. Janes

Address: 25 Kings Lane
Wilton, CT 06897

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Peter A. Phillips

Address: 69 Emily Road
Far Hills, New Jersey 07931

Vice President: Lawrence E. Janes

Address: 25 Kings Lane
Wilton, CT 06897

Secretary: Lawrence E. Janes

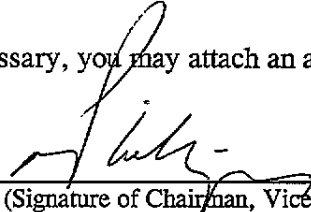
Address: same as above

Treasurer: Lawrence E. Janes

Address: same as above

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TALLAHASSEE FLORIDA

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

13.  12/18/98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

Peter A. Phillips, President

14. _____

(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BYRAM HEALTHCARE CENTERS, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on October 5, 1987.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Peter A Phillips
69 Emily Rd
Far Hills, NJ 07931*

Continued on next page . . .

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BYRAM HEALTHCARE CENTERS, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
16th day of December, 1998

James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

98 DEC 22 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA