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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-03/01/99-11059
03/01/99 01039 001
*****78.75 *****78.75

SUBJECT: Saad Enterprises, 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:

Joseph F. Danner
(Name of Person)
Saad Enterprises, Inc.
(Firm/Company)
Post Office Box 16368
(Address)
Mobile, Alabama 36616
(City/State/Zip)

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TALLAHASSEE FLORIDA

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

Joseph F. Danner at (334) 343-9600
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. Saad Enterprises, 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. Alabama (State or country under the law of which it is incorporated) 3. 63-0904463 (FEI number, if applicable)

4. March 13, 1984 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. February 1, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155,

7. Post Office Box 16368
Mobile, Alabama 36616
(Current mailing address)

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8. To provide home health services.
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

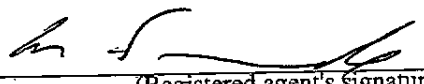
Name: CT Corporation System

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.


(Registered agent's signature) **ALLAN FARNELL**
ASSISTANT 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.

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: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

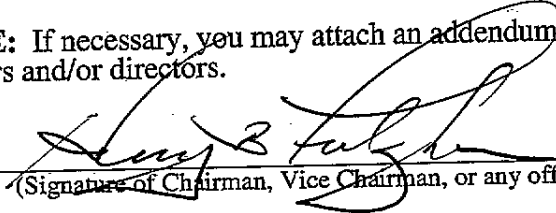
Treasurer: _____

Address: _____

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

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

14. Henry B. Fulgham, Vice President/Operations
(Typed or printed name and capacity of person signing application)

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

12. Names and addresses of officers and/or directors:

A & B - DIRECTORS & OFFICERS:

Name	Address	SSN
Dorothy S. Saad President and CEO	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	411-44-5090
Alexander J. Saad Vice President/Finance	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	421-76-5376
Henry B. Fulgham Vice President/Operations	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	416-74-1906
Barbara S. Fulgham Secretary	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	417-80-6581
Alexander J. Saad Treasurer	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	421-76-5376
Dorothy S. Saad Director	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	411-44-5090
Gregory Saad Director	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	423-82-8851
E. J. Saad Director	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	422-08-9603
L. J. Saad Director	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	416-84-6511
Dorothy Saad-Dunning Director	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	420-78-0989
Alexander J. Saad Director	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	421-76-5376
Henry B. Fulgham Director	6207 Cottage Hill Road, Suite G Mobile, Alabama 36609	416-74-1906

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Saad Enterprises, Inc. incorporated in Mobile County, Mobile, Alabama on March 13, 1984. I further certify that the records do not disclose that said Saad Enterprises, Inc. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 23, 1999

Date

Jim Bennett

Secretary of State