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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME:

CareTrak, Inc.

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- Limited Liability Company
- Foreign
- Amendment
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Qualification

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- Reinstatement
- Limited Liability Partnership
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LAURA EARNEST

11/4/99

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. CareTrak, 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 (State or country under the law of which it is incorporated)
3. (applied for) (FEI number, if applicable)
4. November 25, 1998 (Date of Incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. The Corporation acquired an operating subsidiary in Florida effective October 26, 1999 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. CareTrak, Inc.; 6120 Oak Crest Dallas, Texas 75248

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(Current mailing address) To engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of Delaware and to exercise all powers allowed or permitted thereunder.

8. (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: 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.

Marcia V. Sunahara (Registered agent's signature) Marcia V. Sunahara, Asst. Secy.

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 ADDENDUM

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED ADDENDUM

Address: _____

Vice President: _____

Address: _____

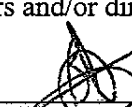
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Barry Klein, President
(Typed or printed name and capacity of person signing application)

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ATTACHMENT TO QUALIFICATION

A. DIRECTORS

Rod Brower, Chairman

660 Sundance Place
Applegate, CA 95703

Barry Klein

6120 Oak Crest
Dallas, TX 75248

Michael L. Carter

4531 Ayers Street, Suite 416
Corpus Christi, TX 78415

Darren Moore

724 South Polk, Suite 700
Amarillo, TX 79105

Charles M. Hall

4612 93rd Street
Lubbock, TX 79424

George Browning

141 East Hibiscus Boulevard
Melbourne, FL 32901

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B. OFFICERS

Rod Brower, Chairman

660 Sundance Place
Applegate, CA 95703

Barry Klein, President

6120 Oak Crest
Dallas, TX 75248

George Browning, Secretary/Treasurer

141 East Hibiscus Boulevard
Melbourne, FL 32901

Michael L. Carter, Vice-President

4531 Ayers Street, Suite 416
Corpus Christi, TX 78415

Darren Moore, Vice-President

724 South Polk, Suite 700
Amarillo, TX 79105

Charles M. Hall, Vice-President

4612 93rd Street
Lubbock, TX 79424

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARETRAK, 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 FOURTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State 0662992

AUTHENTICATION: 11-04-99

DATE: