F98000004469

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 917109 4333556

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : August 5, 1998

ORDER TIME : 11:08 AM

400002609444--7

ORDER NO. : 917109-005

CUSTOMER NO: 4333556

CUSTOMER: Darcy J. Hamlin, Legal Asst
Ehmann, Van Denbergh & Trainor
Suite 725
2 Penn Center
Philadelphia, PA 19102

FOREIGN FILINGS

NAME: 22 ACQUISITION CORP.

RECEIVED
98 AUG -6 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

AL 8/6/98

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98 AUG -6 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Jeanine Reynolds

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. 22 Acquisition Corp.
(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. DE
(State or country under the law of which it is incorporated)

3. ____________
(FEI number, if applicable)

4. 7/24/98
(Date of Incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 8/3/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Ehmann Van Denbergh & Trainor
Suite 725 Two Penn Center
Philadelphia, PA 19102
(Current mailing address)

8. own, operate, lease, manage health care facilities
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301 (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.

Corporation Service Company

By: Carol K Dool
(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.

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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:

Vice Chairman:

Address:

Director: George Walmsley

Address: 29 S. Long Point Lane
Rose Valley, PA 19063

Director: Harry Gierhart

Address: 1099 Los Robles Ave.
Palo Alto, CA 94360

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

President: George Walmsley

Address: 29 S. Long Point Lane
Rose Valley, PA 19063

Vice President:

Address:

Secretary: Robert W. Scott

Address: Suite 725 Two Penn Center
Phila., PA 19102

Treasurer: Robert W. Scott

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

14. Robert W. Scott, Treasurer 8/4/98
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "22 ACQUISITION CORP." 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 FIFTH DAY OF AUGUST, A.D. 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State

2925169 8300

981306051

AUTHENTICATION: 9236459

DATE: 08-05-98