



THE UNITED STATES
CORPORATION
COMPANY

F98000004469

ACCOUNT NO. : 072100000032

REFERENCE : 917109 4333556

AUTHORIZATION : Patricia Pzynt

COST LIMIT : \$ 70.00

ORDER DATE : August 5, 1998

ORDER TIME : 11:08 AM

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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.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

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

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

22/8/98

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:

22 Acquisition Corp.

1. (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 3. (FBI number, if applicable)
(State or country under the law of which it is incorporated)

4. 7/24/98 5. perpetual
(Date of incorporation) (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 617.155, 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. Doe
(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)

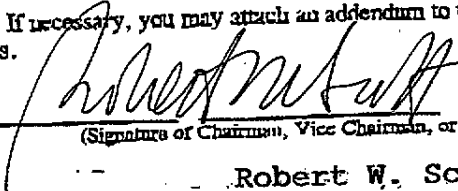
President: George Walmsley
Address: 29 S. Long Point Lane
Rose Valley, PA 19063
Vice President: _____
Address: _____
Secretary: Robert W. Scott
Address: Suite 725 Two Penn Center
Phila., PA 19102
Treasurer: Robert W. Scott
Address: (same as above)

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TALLAHASSEE, FLORIDA

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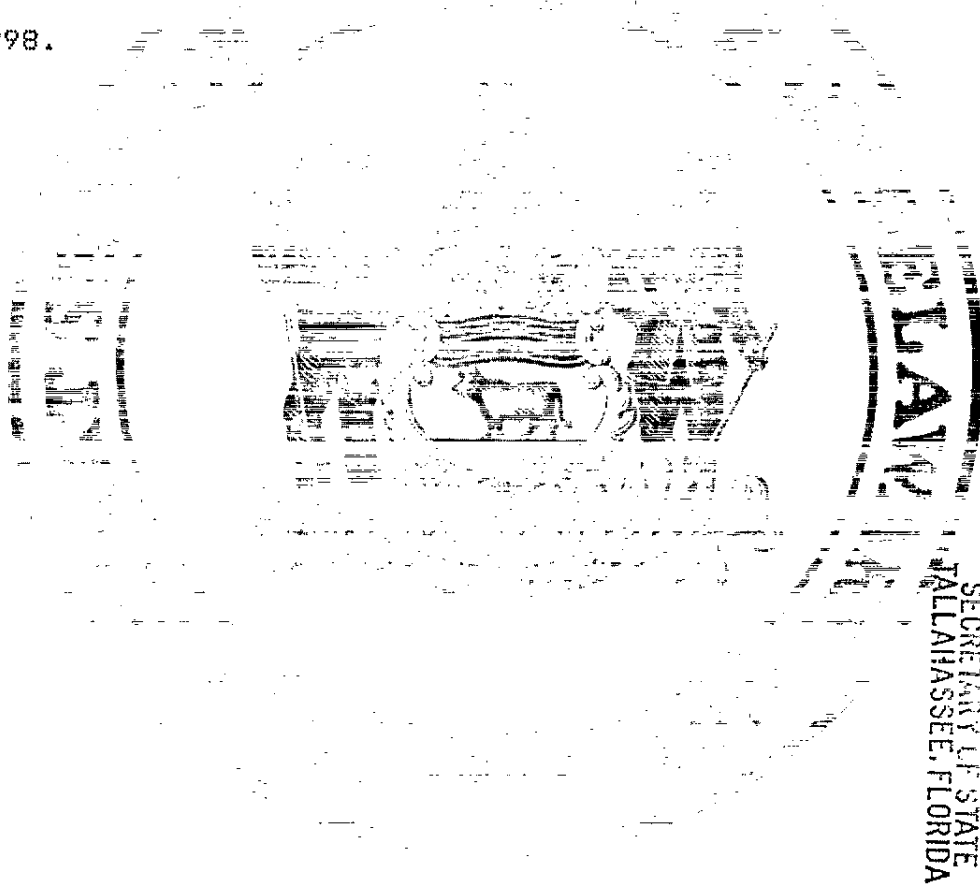
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

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

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.



FILED

98 AUG - 6 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2925169 8300

AUTHENTICATION:

9236459

981306051

DATE:

08-05-98