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January 7, 2000

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* ALSO ADMITTED IN
FLORIDA

Qualification/Tax Lien Section
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399-0322

Via Federal Express

Airbill No. 790321990717

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-01/06/00--01054--008
*****87.50 *****87.50

MJH

RE: Application By Foreign Not For Profit Corporation For Authorization To Conduct
Business in Florida
Name of Corporation: Ascend Healthcare, Inc.
WS&B File No. 12121.10

200003090292--6
-01/12/00--01014--002
*****35.00 *****35.00

Dear Madam or Sir:


We enclose our checks in the amount of \$87.50 and \$35.00 made payable to the Florida Department of State. These fees include filing fee, Certificate of Status & Certified Copy and two (2) additional Certificates of Status and Certified Copies. We enclose the following documents for filing in connection with the above-referenced matter:

1. Application By Foreign Not For Profit Corporation For Authorization To Conduct Business in Florida;
2. Original Certificate of Existence; and
3. Transmittal.

Please expeditiously process our request and return the processed documents in the enclosed pre-paid Federal Express overnight envelope.

If you have any questions or comments, please do not hesitate to give me a call at the number indicated above.

With all professional courtesy,


Audrey L. L. Rowe, Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN - 6 PM 2:10

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. Ascend Healthcare, Inc.

(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. California

(State or country under the law of which it is incorporated)

3. 33-0105662

(FEI number, if applicable)

4. November 14, 1984

(Date of Incorporation)

5. Perpetual

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

6. Corporation has not conducted affairs in Florida, yet.

(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 500 Floyd Road NE

Calhoun, Georgia 30701-9702

(Current mailing address)

8. Charitable purposes within the meaning of Section 501(c)(3) of
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
the Internal Revenue Code.

9. Name and street address of Florida registered agent:

CF Corporation System

(Name)

1200 South Pine Island Road

(Office address)

Plantation

(City)

Florida 33324-4413

(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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: Alfred H. Cowley

Address: 500 Floyd Road NE
Calhoun, Georgia 30701-9702

Vice Chairman: Gary Light

Address: 9310 Huntcliff Trace, NW
Atlanta, Georgia 30350-1607

Director: See Attached Schedule A

Address: _____

Director: _____

Address: _____

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

President: Alfred H. Cowley

Address: 500 Floyd Road NE
Calhoun, Georgia 30701-9702

Vice President: _____

Address: _____

Secretary: Gary Light

Address: 9310 Huntcliff Terrace, NW, Atlanta, Georgia 30350-1607

Treasurer: _____

Address: _____

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

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

Alfred H. Cowley, President
(Typed or printed name and capacity of person signing application)

SCHEDULE A

12 A. Names and Usual Business Addresses of Directors:

Myra A. Cowley, Chairman
500 Floyd Road, N.E.
Calhoun, GA 30701-9702

Glenwood T. Choban
10520 W. Bluemound Road
Milwaukee, WI 53226-4344

Gary J. Davis, Director
Suite 210
3811 Bee Cave Road
Austin, TX 78746

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 14th day of November, 1984,

ASCEND HEALTHCARE, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

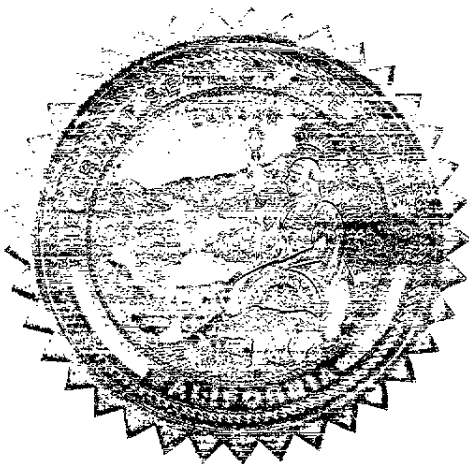
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of
January 4, 2000



Bill Jones

Secretary of State