

F00000000903

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

900003139529--7
-02/18/00--01055--020
*****70.00 *****70.00

Corporation(s) Name

National Healthcare Resources, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 18 PM 1:28

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

Name Availability: _____
Document Examiner: _____
Updater: _____
Verifier: _____
Acknowledgement: _____
W.P. Verifier: _____

Please Return Extra
Copies File Stamped
To:
Melanie Strickland

FEB 18 2000
TALLAHASSEE, FL 32301
DIVISION OF CORPORATIONS
SECRETARY OF STATE

Thank You!

00 FEB 18 AM 11:43

RECEIVED

My 2/18/00

**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.*

FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS
FEB 18 PM 1:28

1. National Healthcare Resources, 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. July 5, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 3, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 711 Westchester Avenue - 2d Floor
White Plains, NY 10604
(Current mailing address)
8. Any lawful activity
(Purpose(s) of corporation authorized in home state or country to be carried out in 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.

C T Corporation System

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

Connie Bryan
(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.

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: PLEASE SEE THE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: PLEASE SEE THE ATTACHED

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. James Cusumano

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

14. James Cusumano - Executive Vice President, Secretary, Treasurer

(Typed or printed name and capacity of person signing application)

DIRECTORS:

Mr. Richard DeMartini
Morgan Stanley Dean Witter and Company
Two World Trade Center, 66th floor
New York, NY 10048

Mr. Cecil S. Harrell
The Harrell Corp.
100 North Tampa St., Suite 3540
Tampa, Fl 33602

Mr. Andrew M. Paul
Welsch, Carson, Anderson & Stowe
320 Park Avenue, Suite 2500
New York, NY 10022

Mr. James B. Stradtner
Century Capital Management, Inc.
300 East Lombard Street - Suite 610 A
Baltimore, MD 21202

Mr. James T. Kelly
6 Oak Ridge Drive
Newtown, CT 06470

DIRECTOR, CEO & PRESIDENT:

Mr. Christopher J. Garcia
National Healthcare Resources, Inc.
711 Westchester Avenue, 2nd floor
White Plains, NY 10604

EXECUTIVE VICE PRESIDENT OF FINANCE, SECRETARY & TREASURER:

Mr. James Cusumano
National Healthcare Resources, Inc.
711 Westchester Avenue, 2nd floor
White Plains, NY 10604

STANDARD & POOR'S
DIVISION OF COMPOSITIONS
00 FEB 18 PM 1:28

State of Delaware
Office of the Secretary of State

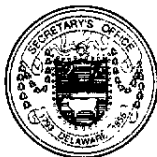
PAGE 1


FILED
DEPARTMENT OF STATE
00 FEB 18 PM 1:28
OFFICE OF CORPORATIONS

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL HEALTHCARE RESOURCES, 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 FIFTEENTH DAY OF FEBRUARY, A.D. 2000.

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.




Edward J. Freel, Secretary of State

2521823 8300

001076563

AUTHENTICATION: 0259276

DATE: 02-15-00