

Division of Corporations

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FOREIGN PROFIT QUALIFICATION

SUNRISE HEALTHCARE CORPORATION OF DELAWARE

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 3, 2000

BERGER DAVIS & SINGERMANN

SUBJECT: SUNRISE HEALTHCARE CORPORATION
REF: W00000023985

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In order to adopt a name for use in Florida, you must submit a resolution by the board of directors adopting the name; the resolution must be signed by one officer or director. Also, please correct line 1 of the application to show the original name exactly as it appears on your certificate from Delaware.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

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Letter Number: 200A00052394

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CLERK OF THE COURT
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WRITTEN CONSENT
OF THE SOLE DIRECTOR
OF

SUNRISE HEALTHCARE CORPORATION

Pursuant to Subchapter VII, Section 228, and Subchapter IV, Section 141, of the Delaware General Corporation Law, the undersigned, being the sole Director of **SUNRISE HEALTHCARE CORPORATION**, a Delaware corporation ("Corporation"), hereby take and adopt the following actions in writing, in lieu of a formal annual meeting therefor, and all statutory and bylaw requirements pertaining to the time, manner and place of same, as well as all notice requirements relating thereto, are hereby waived:

1. Qualification in Florida

WHEREAS, the Corporation desires to conduct business in Florida under the corporate name of **SUNRISE HEALTHCARE CORPORATION OF DELAWARE**.

NOW, THEREFORE, BE IT

RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to file an Application by Foreign Corporation for Authorization to Transact Business in Florida with the Secretary of State of the State of Florida under the corporate name of **SUNRISE HEALTHCARE CORPORATION OF DELAWARE**.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent this 4th day of OCTOBER, 2000, effective 10/4/2000.


LAWRENCE R. SPIRA, M.D.
Sole Director

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FAX AUDIT NO.: H00000052282

**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. SUNRISE HEALTHCARE CORPORATION
(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. 65-1010070
(FEI number, if applicable)
4. May 16, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this Application.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 7061 Cypress Road, #104
Plantation, FL 33317
(Current mailing address)

8. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and the
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Florida Statutes.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Robert W. BarronOffice Address: 350 East Las Olas Boulevard, Suite 1000Fort Lauderdale, Florida, 33301
(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.

Robert W. Barron

(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lawrence R. Spira, M.D.Address: 7061 Cypress Road, #104Plantation, FL 33317

Director: _____

Address: _____

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

President/CEO Lawrence R. Spira, M.D.Address: 7061 Cypress Road, #104Plantation, FL 33317~~Secretary~~ Lawrence R. Spira, M.D.Address: 7061 Cypress Road, #104Plantation, FL 33317Assistant
Secretary: Robert W. BarronAddress: 350 East Las Olas Boulevard, Suite 1000Fort Lauderdale, FL 33301Treasurer: Lawrence R. Spira, M.D.Address: 7061 Cypress Road, #104Plantation, FL 33317

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. _____

Lawrence R. Spira, M.D., President

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

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNRISE HEALTHCARE CORPORATION" 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 SECOND DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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STATE
DELAWARE
FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0710331

DATE: 10-02-00

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