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ACCOUNT NO. : 072100000032

REFERENCE : 476891 4350891

AUTHORIZATION

Patricia Pizitz

COST LIMIT : \$ 70.00

FILED
01 NOV 21 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 19, 2001

ORDER TIME : 10:37 AM

ORDER NO. : 476891-020

CUSTOMER NO: 4350891

CUSTOMER: Mona Brannon, Paralegal
Beverly Enterprises, Inc.
One Thousand Beverly Way

Fort Smith, AR 72919

B

RECEIVED
01 NOV 21 AM 11:36
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: CERES STRATEGIES, INC.

300004681293--4

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

BK

EXAMINER: _____

**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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. CERES Strategies, 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 3. 71-0812407
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/30/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. One Thousand Beverly Way, Fort Smith, AR 72919
(Principal office address)
- _____
(Current mailing address)
- 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 the
8. State of Delaware.
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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

BRIAN COURTNEY, ASST. VP.

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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

14. Mona L. Brannon, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

CERES STRATEGIES, INC.
OFFICERS AND DIRECTORS

Board of Directors

William R. Floyd

Bobby W. Stephens

Officers

Lisa A. Huckelbury
President and Chief Operating Officer

Mona L. Brannon
Assistant Secretary

Schuyler Hollingsworth, Jr.
Senior Vice President and Treasurer

Carl A. Brown
Assistant Secretary

James A. Glensky
Vice President, Operations

Douglas L. Carson
Assistant Secretary

Frederic A. Maas
Vice President, Director of Tax and
Assistant Secretary

Les R. Henderson
Assistant Secretary, Director, Supply Chain
Management

John W. MacKenzie
Vice President and Secretary

Holly A. Rasmussen-Jones
Assistant Secretary

David G. Merrell
Vice President - Financial Controls

Don G. Revelle
Assistant Secretary

*Address for all officers unless otherwise noted:

One Thousand Beverly Way
Ft. Smith, AR 72919

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 19 2001

State of Delaware
Office of the Secretary of State

01 NOV 21 PM 1:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CERES STRATEGIES, 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 TWENTIETH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2915455 8300

AUTHENTICATION: 1456216

010587738

DATE: 11-20-01