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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

FOREIGN PROFIT QUALIFICATION

Sovereign Healthcare, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Sovereign Healthcare, 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. Applied For
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 04/10/03 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. 205 Preswick Park Drive Norcross GA 30265
(Principal office address)

205 Preswick Park Drive Norcross GA 30265
(Current mailing address)

8. To engage in the ownership, operation, and management of skilled nursing facilities and other healthcare-related businesses.
(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: National Corporate Research, Ltd., Inc.
 Office Address: 103 N. Meridian 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.

Karen McKenna
(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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APPROVED
AND
FILED

DEPT. OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: William Krystopowicz
 Address: 205 Preswick Park Drive
Newnan GA 30265

Vice Chairman: _____
 Address: _____

Director: John Noterman
 Address: 205 Preswick Park Drive
Newnan GA 30265

Director: Garrel Hager
 Address: 205 Preswick Park Drive
Newnan GA 30265

B. OFFICERS

President: William Krystopowicz
 Address: 205 Preswick Park Drive
Newnan GA 30265

Vice President: Garrel Hager
 Address: 205 Preswick Park Drive
Newnan GA 30265

Secretary: John Noterman
 Address: 205 Preswick Park Drive
Newnan GA 30265

Treasurer: John Noterman
 Address: 205 Preswick Park Drive
Newnan GA 30265

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

13. William Krystopowicz
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. William Krystopowicz President
 (Typed or printed name and capacity of person signing application)

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PREF

S. J. L. K. S. F. I. T. R. I. D. A.

Delaware

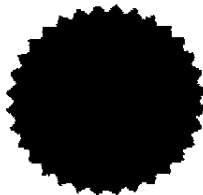
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOVEREIGN HEALTHCARE, 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 SEVENTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOVEREIGN HEALTHCARE, INC." WAS INCORPORATED ON THE TENTH DAY OF APRIL, A.D. 2003.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3646438 8300

AUTHENTICATION: 2514235

030445737

DATE: 07-07-03

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