

Division of Corporations

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

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Account Name : C T CORPORATION SYSTEM
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Phone : (850) 222-1092
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

TLC Health Care Services, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

05 APR -5 AM 9:24
TALLAHASSEE, FLORIDA

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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. TLC Health Care Services, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")


(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 20-1031840
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 5, 2004 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1983 Marcus Avenue, Lake Success NY 11042
(Principal office address)

1983 Marcus Avenue, Lake Success NY 11042
(Current mailing address)
8. Parent Company of Home Health Care Agency
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

By: 
CT Corporation System
Registered agent's signature

Shelley Savage
Vice President

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. DIRECTORSChairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: see 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. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Wesley N. Perry, President

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

OFFICERS AND DIRECTORS
OF
TLC HEALTH CARE SERVICES, INC.

Wesley N. Perry - President, Chief Executive Officer and Director
1983 Marcus Avenue
Lake Success, NY 11042

Willard T. Derr - Senior Vice President, Chief Financial Advisor
1983 Marcus Avenue
Lake Success, NY 11042

David Frank - Senior Vice President, Financial Operations
1983 Marcus Avenue
Lake Success, NY 11042

Paul Gettinger - Vice President and Chief Information Officer
1983 Marcus Avenue
Lake Success, NY 11042

Judy Robbins - Vice President, Human Resources and Director
1983 Marcus Avenue
Lake Success, NY 11042

Laura Wilson - Vice President
1983 Marcus Avenue
Lake Success, NY 11042

Andrew Stolz - Vice President
1983 Marcus Avenue
Lake Success, NY 11042

Charles H. Ogburn - Director
1983 Marcus Avenue
Lake Success, NY 11042

Jack Draughon - Director
1983 Marcus Avenue
Lake Success, NY 11042

David P. Crosland - Director
1983 Marcus Avenue
Lake Success, NY 11042

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Delaware

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The First State

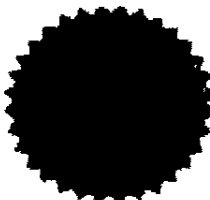
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TLC HEALTH CARE SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MARCH, A.D. 2005.

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.

3785893 8300

050262441



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3780803

DATE: 03-31-05