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Qualification Documents

Imaged due to missing film)

Dated 8-29-94

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DIVISION OF CORPORATE REGISTRATION

CSC networks

MAIL TO:
P.O. Box 5828
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032
REFERENCE : 444820 85036A
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 78.75

ORDER DATE : August 26, 1994
ORDER TIME : 10:36 AM 9:20 AM
ORDER NO. : 444820

60000126437

CUSTOMER NO: 85036A
CUSTOMER: Norma Mcgrath, Legal Assistant
Jacobs Forlizzo & Neal, P.a.
Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

W 8/29

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DIVISION OF CORPORATIONS
94 AUG 29 11:10:28

FOREIGN FILINGS

RUSH WILL WAIT

NAME: NEWGARE HEALTH CORPORATION

PROFIT
NON-PROFIT
XX CORPORATE
LIMITED PARTNERSH

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

RUSH WILL WAIT

**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. NewCare Health Corporation

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" 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. Nevada

(State or country under the law of which it is incorporated)

3. February 1987

(Date of Incorporation)

4. perpetual

(Duration)

5. 86-0594391

(Federal Employer Identification number, if applicable)

6. April 1994

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 3600 Oak Manor Lane, Bldg. #3, Largo, Florida 34644

(Current mailing address)

8. Owns and operates nursing homes and other health care related operations in
(Corporate purpose and nature of business in which it is engaged in Florida) Florida

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Robert W. Bell, Sr.

Address: 3600 Oak Manor Lane, Bldg. #3, Largo, Florida 34644

Vice Chairman: Ashok Dalal

Address: 3600 Oak Manor Lane, Bldg. #3, Largo, Florida 34644

Director: Dr. William A. Newton

Address: 3600 Oak Manor Lane, Bldg. #3, Largo, Florida 34644

Director: Dr. James W. Wooten

Address: 3600 Oak Manor Lane, Bldg. #3, Largo, Florida 34644

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B. Officers:

President: Robert W. Bell, Sr.
Address: 3600 Oak Manor Lane, Bldg. #3
Largo, FL 34644

Vice President: Ashok Dalal
Address: 3600 Oak Manor Lane, Bldg. #3
Largo, FL 34644

Secretary: Robert W. Bell, Jr.
Address: 3600 Oak Manor Lane, Bldg. #3
Largo, FL 34644

Treasurer: Henry H. Sherrill, Jr.
Address: 3600 Oak Manor Lane, Bldg. #3
Largo, FL 34644

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

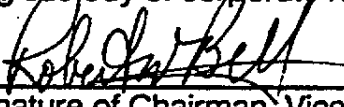
Name: Robert W. Bell, Sr.
Office Address: 3600 Oak Manor Lane, Bldg. #3
Largo, FL 34644, Florida Zip Code

11. 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.

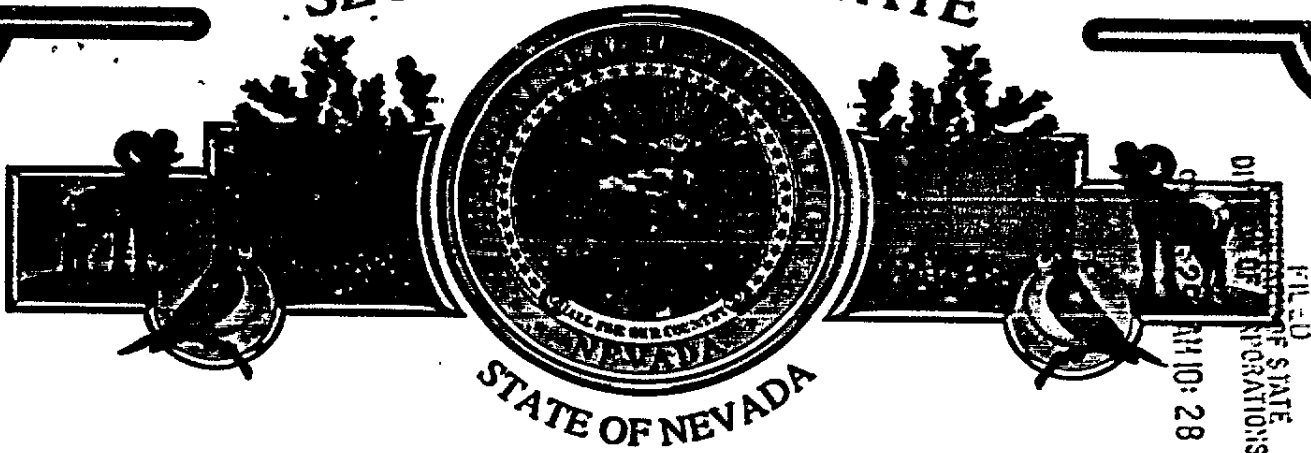
Registered agent's signature: 

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Robert W. Bell, Sr., President
(Name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF CORPORATE STATUS

I, CHERYL A. LAU, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **NEWCARE HEALTH CORPORATION** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 26th day of August, 1994

A handwritten signature in cursive script, appearing to read "Cheryl A. Lau".

Secretary of State

By

A handwritten signature in cursive script, appearing to read "Lissa Rojas".

Certification Clerk