

F 95000000584
January 26, 1995

CT Corporation System
System Engineering
1615 Market Street
Philadelphia, PA 19102
215 563 7700
Fax 215 563 7701

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

7000001 3000757
102716235-141160-0000
*****20.00 *****20.00

RE: Professional Program Source, Inc. (DE Dom.)
Order #: 244445

Dear Sir/Madam:

Pursuant to counsel's instructions, I enclose the following for immediate filing:

**APPLICATION BY FOREIGN CORPORATION
GOOD STANDING CERTIFICATE
CHECK IN THE AMOUNT OF \$70.00 TO COVER FILING FEES**

Counsel: Susan J. Crabb
Continental Medical Systems Inc.
PO Box 715
600 Wilson Lane
Mechanicsburg, PA 17055

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DIVISION OF CORPORATIONS
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Upon completion, please send evidence of this filing to the undersigned via regular mail.

If you have any questions or problems, please call me at (800) 622-1428.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

Korri Long

Korri Long
Associate Customer Specialist

/KL
Enclosures
VIA: Regular Mail

KL
2/3

**• 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. Professional Program Source, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. MAY 31, 1988
(Date of Incorporation)

4. Perpetual
(Duration)

5. 25-1577326
(Federal Employer Identification number, if applicable)

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

7. 503 S. Greenwood Avenue, Clearwater, Florida 34616
(Current mailing address)

8. To market and sell therapy program software programs.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: Robert A. Ortenzio

Address: 600 Wilson Lane, P.O. Box 715
Mechanicburg, Pennsylvania 17055

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

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: _____

C T Corporation System

(Officer)

Domenic A. Borriello - Assistant Secretary
(Typed Name and Title of Officer)

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. Robert M. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Deborah Myers Welsh, Vice President

(Name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Professional Program Source, Inc.**

SECRET
DIVISION OF CORPORATIONS
55 FEB -3 PM 9:59

1. John F. Egan, President & Treasurer
503 S. Greenwood Avenue
Clearwater, Florida 34616
2. Joseph Lavore, Vice President
503 S. Greenwood Avenue
Clearwater, Florida 34616
3. Robert A. Ortenzio, Vice President
600 Wilson Lane, P.O. Box 715
Mechanicsburg, Pennsylvania 17055
4. Dennis L. Lehman, Vice President
600 Wilson Lane, P.O. Box 715
Mechanicsburg, Pennsylvania 17055
5. David G. Nation, Vice President
600 Wilson Lane, P.O. Box 715
Mechanicsburg, Pennsylvania 17055
6. Deborah Myers Welsh, Vice President & Assistant Secretary
600 Wilson Lane, P.O. Box 715
Mechanicsburg, Pennsylvania 17055
7. Michael E. Tarvin, Vice President & Assistant Secretary
600 Wilson Lane, P.O. Box 715
Mechanicsburg, Pennsylvania 17055
8. Sue E. Olsen, Secretary
503 S. Greenwood Avenue
Clearwater, Florida 34616
9. Andy Agrawal, Assistant Secretary
600 Wilson Lane, P.O. Box 715
Mechanicsburg, Pennsylvania 17055

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROFESSIONAL PROGRAM SOURCE, 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 TWENTY-FOURTH DAY OF JANUARY, A.D. 1995.

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.



Edward J. Freel
Secretary of State

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