

Document Number Only
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C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL 32301 (904) 656-8298
City State Zip Phone

900001461359
-04/20/95--01065--033
*****70.00 *****70.00

CORPORATION(S) NAME

Pinellas Healthcare Investors, Inc.

- | | | |
|----------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS / G/S | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Walk Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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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. Pinellas Healthcare Investors, 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. Massachusetts
(State or country under the law of which it is incorporated)

3. April 13, 1995 4. Perpetual
(Date of Incorporation) (Duration)

5. Applied For
(Federal Employer Identification number, if applicable)

6. Upon filing
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and §17.155, F.S.)

7. 2 South St., Suite 360, Pittsfield, MA 02101
(Current mailing address)

8. Own and lease nursing home facilities
(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:

Director:
Chairman: Thomas M. Clarke
Address: 2 South St., Suite 360
Pittsfield, Ma 01201

Director:
Vice Chairman: Linda M. Clarke
Address: 2 South St., Suite 360
Pittsfield, Ma 01201

Director: Lawrence B. Cummings
Address: 250 Royal Palm Way
Palm Beach, Fl. 33480

Director: Amory Cummings
Address: 311 S. Wacker Dr., Suite 3000
Chicago, Il 60606

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TALLAHASSEE FLORIDA

9. Officers:

President: Thomas M. Clarke

Address: 2 South St. , Suite 360
Pittsfield, Ma 01201

CEO
Vice President: Lawrence Cummings

Address: 250 Royal Palm Way, Suite 202
Palm Beach, Fl 33480

Secretary: Linda M. Clarke

Address: 2 South St., Suite 360
Pittsfield, Ma 01201

Treasurer: Linda M. Clarke

Address: 2 South St., Suite 360
Pittsfield, Ma 01201

(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: CT Corporation System

Office Address: 1200 S. Pine Island Rd.
Plantation, , Florida

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: Adrienne M. Secklin

Adrienne M. Secklin, Asst. Secy.
(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. Lawrence B. Cummings
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Lawrence Cummings - CEO

(Name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

April 18, 1995

TO WHOM IT MAY CONCERN:

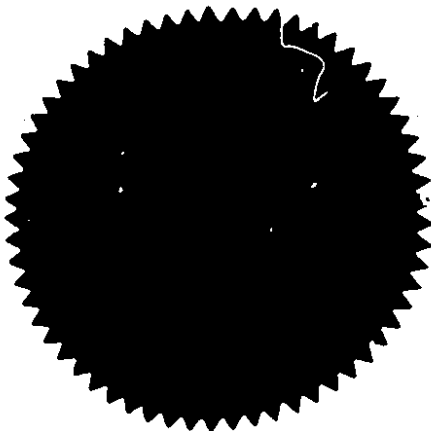
I hereby certify that according to the records of this office

Pinellas Healthcare Investors, Inc.

is a domestic corporation organized on April, 13, 1995, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This certificate is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

LMF