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OF COUNSEL

JOSEPH S. KLEINDARD
(1905-1994)

March 1, 1995

DIRECT DIAL

*ALSO MEMBER OF NJ AND D.C. BARS
**ALSO MEMBER OF NJ BAR

Federal Express

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-03/06/95--01030--007
*****35.00 *****35.00

Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: Nutritional Home Health Services, Inc.
Home Care Medical Supply and Equipment, Inc.

Gentlemen:

Enclosed please find the following documents for filing with
your office:

1. An original and one copy of an Application By Foreign Corporation for Authorization to Transact Business in Florida on behalf of Nutritional Home Health Services, Inc.
2. An original and one copy of an Application By Foreign Corporation for Authorization to Transact Business in Florida on behalf of Home Care Medical Supply and Equipment, Inc.
3. Good Standing Certificate on behalf of Nutritional Home Health Services, Inc.
4. Good Standing Certificate on behalf of Home Care Medical Supply and Equipment, Inc.
5. Two checks payable to the Department of State each in the amount of \$35.

Please date stamp the extra copies of the Applications and
return them to the undersigned in the enclosed self-addressed

100001553861
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W95-4852

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Page Two
March 1, 1995

stamped envelope to indicate filing.

Thank you for your assistance in this matter.

Very truly yours,



KATHLEEN E. ZINK
Legal Assistant

Enclosures

cc: John P. Hickey, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1995

KATHLEEN E. ZINK
1900 MARKET STREET, STE 700
PHILADELPHIA, PA 19103

SUBJECT: HOME CARE MEDICAL SUPPLY AND EQUIPMENT, INC.
Ref. Number: W95000004852

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TALLAHASSEE, FLORIDA

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This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for HOME CARE MEDICAL SUPPLY AND EQUIPMENT, INC..

The referenced application states that the corporation has transacted business in the State of Florida since July 1, 1990. You were notified by letter dated March 6, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$3361.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Michael Mays
Corporate Specialist

Letter No. 295A00024417

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1995

KATHLEEN E. ZINK
1900 MARKET STREET, STE 700
PHILADELPHIA, PA 19103

SUBJECT: HOME CARE MEDICAL SUPPLY AND EQUIPMENT, INC.
Ref. Number: W95000004852

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55 AUG -4 PM 12:37
TALLAHASSEE, FLORIDA

We have received your document for HOME CARE MEDICAL SUPPLY AND EQUIPMENT, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3361.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 595A00009803

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. Home Care Medical Supply and Equipment, Inc.
(Name of corporation: 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. Pennsylvania
(State or country under the law of which it is incorporated)

3. 4/13/83
(Date of Incorporation)

4. perpetual
(Duration)

5. 23-2239179
(Federal Employer Identification number, if applicable)

6. 07/01/90
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 3172 North Andrews Ave. Ext. Pompano Beach, FL 33064
(Current mailing address)

- Development, ownership and operation of corporations and businesses
8. providing home health care and related services.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Bruce J. Feldman

Address: 2200 Renaissance Boulevard

King of Prussia PA 19406

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. Officers:

President: Bruce J. Feldman
Address: 2200 Renaissance Blvd.
King of Prussia, PA 19406

Vice President: _____
Address: _____

Secretary: James Swiniuch
Address: 2200 Renaissance Blvd.
King of Prussia, PA 19406

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: Barbara Dorinski
Office Address: 3172 North Andrews Ave. Ext.
Pompano Beach, Florida 33064
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.

Barbara Dorinski

Registered agent's signature: By: Barbara Dorinski

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

14. James Swiniuch, Secretary
(Name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA



Department of State

02/24/1995

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FILED

I DO HEREBY CERTIFY THAT,

HOME CARE MEDICAL SUPPLY AND EQUIPMENT, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, likely belonging to the Secretary of the Commonwealth of Pennsylvania.

ACTING

Secretary of the Commonwealth

DPOS