

F95000004177

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Healthcare Corporation of America
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

David R. Vaughan
(Name of Person)

Healthcare Corporation of America
(Firm/Company)

510 Vonderburg Drive., Suite 3002
(Address)

Brandon, FL 33511
(City, State and Zip Code)

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****131.25 ****131.25

0015-12615

Should you need to call someone concerning this matter, please call:

David R. Vaughan at (813) 651 - 4184
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1995

DAVID R. VAUGHN
510 VONDERBURG DR., STE 3002
HEALTHCARE CORPORATION OF AMERICA
BRANDON, FL 33511

SUBJECT: HEALTHCARE CORPORATION OF AMERICA
Ref. Number: W95000013675

65 AUG 29 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

We have received your document for HEALTHCARE CORPORATION OF AMERICA and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Michael Mays
Document Specialist

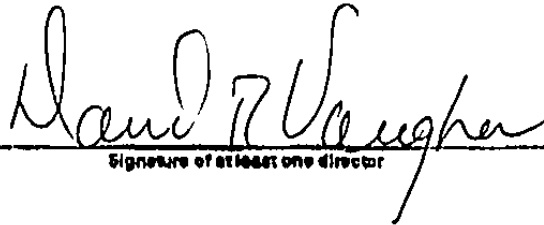
Letter Number: 395A00032865

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned David R. Vaughan, do hereby certify
that this Resolution of the Board of Directors of Healthcare Corporation of America,
a corporation duly organized and existing under the laws of the State of Georgia,
was duly adopted on August 25, 1995.

Resolved, that Healthcare Corporation of America, organized
and existing in the State of Georgia, hereby adopts the
name Florida HCA, Inc. for use in Florida.

Dated: 8/25/95


Signature of at least one director

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Healthcare Corporation of America
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Georgia
(State or country under the law of which it is incorporated)
3. 59-3237211
(FEI number, if applicable)
4. 5/10/91
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 510 Vonderburg Drive, Suite 3002
Brandon, FL 33511
(Current mailing address)
8. To provide ancillary healthcare to nursing homes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: David R. Vaughan
Office Address: 510 Vonderburg Drive, Suite 3002
Brandon, Florida, 33511
(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.

David R. Vaughan
(Registered agent's signature)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David R. Vaughan

Address: 510 Vonderburg Drive, Suite 3002

Brandon, FL 33511

Vice President: David R. Vaughan

Address: 510 Vonderburg Drive, Suite 3002

Brandon, FL 33511

Secretary: O. Stuart Brown

Address: 903 W. Brow Road

Lookout Mountain, TN 37350

Treasurer: David R. Vaughan

Address: 510 Vonderburg Drive, Suite 3002

Brandon, FL 33511

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

David R. Vaughan

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

David R. Vaughan, President

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 29 PM 3:08

FILED

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 951360556
CONTROL NUMBER : 9107984
DATE INC/AUTH/FILED : 05/10/1991
JURISDICTION : GEORGIA
PRINT DATE : 05/16/1995
FORM NUMBER : 211

DAVID R VAUGHN
510 VONDERBURG DR.
SUITE 3002
BRANDON FL 33511

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

HEALTHCARE CORPORATION OF AMERICA, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

FILED
55 AUG 29 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA