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HOWARD E. KURZWEIL

CORAL GABLES, FLORIDA 33134

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September 27, 1995

Secretary of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: Southwood Management Group, Inc.

Dear Sir or Madam:

Enclosed herewith is the original and one (1) copy of an Application by Foreign Corporation for Authorization To Transact Business in Florida, as well as the original and one (1) copy of State of Alabama Department of Revenue, Certificate of Good Standing Domestic Corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Registration Fee	70.00
Certified Copy	52.50

Kindly return a certified copy of the above-listed to the undersigned at your earliest convenience.

Thank you for your prompt attention to this matter.

Very truly yours,

Howard E. Kurzweil
Howard E. Kurzweil, Esq.


HEK/mh
Enclosures
[a:corporate\southwood.sec]

RECEIVED
DIVISION OF CORPORATIONS
OCT 5 PM 2:50
TALLAHASSEE, FLORIDA

WLC
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**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. Southwood Management Group Inc.
(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. Alabama
(State or country under the law of which it is incorporated)
3. 63-1093233
(FEI number, if applicable)
4. April 7, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. P.O. Box 210
Cleveland, Alabama 35049-0210
(Current mailing address)
8. Management of 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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Howard E. Kurzweil
Office Address: 328 Minorca Avenue
Coral Gables, Florida, 33134
(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.

(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Russell R. Rhodes

Address: 7021 County Highway 1, Cleveland, Alabama 35049

Vice Chairman: Patricia L. Rhodes

Address: Unit #2102 7027 West Broward Boulevard
Plantation, Florida 33317-2208

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Russell R. Rhodes

Address: 7021 County Highway 1
Cleveland, Alabama 35049

Vice President: _____

Address: _____

Secretary: Patricia L. Rhodes

Address: Unit # 2102 7027 West Broward Boulevard
Plantation, Florida 33317-2208

Treasurer: _____

Address: _____

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

13. 

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

14. Russell R. Rhodes

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



NO. **D** 01117

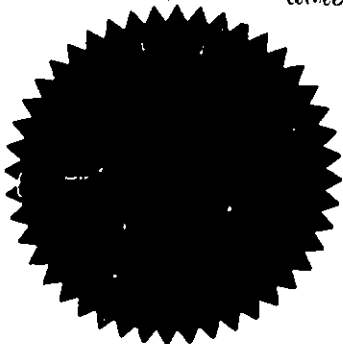
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Alabama
Department of Revenue

*Certificate of Good Standing
Domestic Corporation*

I, Ernest J. Broadhead, Chief of the Corporate Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that SOUTHWOOD MANAGEMENT GROUP INC, a domestic corporation, incorporated in Blount County on April 7, 1993 has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Section(s) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.

IN WITNESS WHEREOF, I hereunto set my hand this
date of August 23, 1995



Ernest J. Broadhead
Chief, Corporate Tax Division

ATTEST:

W. A. Gentry
Secretary