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FROM: HOLLAND & KNIGHT
200 S ORANGE AVE
SUITE 2600
ORLANDO FL 32801-000002-00000000
CONTACT: KATHY S HEBERER
PHONE: (407) 425-8500
FAX: (407) 244-5288

((H95000012694)))
DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION
NAME: MARTNER HEALTH GROUP, INC.
FAX AUDIT NUMBER: H95000012694
DATE REQUESTED: 11/13/1995
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FLORIDA DIVISION OF CORPORATIONS

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11/13

TRANSMITTAL LETTER

To: Qualification/Registration Section
Division of Corporations

Subject: Mariner Health Group, Inc.

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to us electronically.

This instrument prepared by:

Phyllis A. Hood
Florida Bar No. 393029
Holland & Knight
200 S. Orange Avenue Suite 2600
Orlando, Florida 32801
407-425-8500

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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. Mariner Health 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. Delaware
(State or country under the law of which it is incorporated)
3. 06-1251310
(FEI number, if applicable)
4. 8/3/88
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 11/13/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 125 Eugene O'Neill Drive
New London, CT 06320
(Current mailing address)
8. health care
(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: CT Corporation System
Office Address: 1200 South Pine Island Rd.
Plantation, Florida, 33324
(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)

TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY

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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Arthur W. Stratton, Jr., M.D.
Address: 125 Eugene O'Neill Drive
New London, CT 06320

Director ~~Vice Chairman~~: David C. Fries
Address: 8400 Baymeadows Way, Suite 12
Jacksonville, FL 32256

Director: Christopher Grant, Jr.
Address: 4422 Forsythe Place
Nashville, TN 37205

Director: John F. Robenalt, Esq.
Address: 650 North Tamiami Trail
Osprey, Florida 34229

B. OFFICERS

CEO and President: Arthur W. Stratton, Jr., M.D.
Address: 125 Eugene O'Neill Drive
New London, CT 06320

Executive and CFO Vice President: Jeffrey W. Kinell
Address: 125 Eugene O'Neill Drive
New London, CT 06320

Senior Vice Pres. Secretary: Jennifer B. Gallagher
Address: 125 Eugene O'Neill Drive
New London, CT 06320

Executive Vice Pres. Treasurer and COO: Lawrence R. Deering
Address: 125 Eugene O'Neill Drive
New London, CT 06320

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

13. Jennifer B. Gallagher
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jennifer B. Gallagher, Senior Vice President of Corporate Development
(Typed or printed name and capacity of person signing application)

FROM HOLLAND & KNIGHT ORLANDO 407-244-5288 (MON) 11.13.95 10:02/ST. 10:00/NO. 3760160598 P 5

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12.

A. Director: Stiles A. Kellett, Jr.
200 Galleria Parkway
Atlanta, GA 30339

B. Officer:

Senior Vice President: Phyllis A. Madigan
125 Eugene O'Neill Drive
New London, CT 06320

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARINER HEALTH GROUP, 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-FIRST DAY OF SEPTEMBER, A.D. 1995.



Edward J. Freel
Edward J. Freel, Secretary of State

2168418 8300

950212106

AUTHENTICATION:

DATE: 7647500

09-21-95