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October 11, 1995

Florida Department of State  
Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Critical Care Associates, Inc.  
Application for Foreign  
Corporation Authorization

Dear Sir/Madam:

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

Please return all correspondence concerning this matter to the following:

Theodore J. Leo, Esq.  
256 Broad Street  
P.O. Box 1489  
Bloomfield, New Jersey 07003-1489

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If you have any questions, please feel free to contact either myself or Theodore J. Leo. Thanking you in advance for anticipated cooperation regarding this matter, I remain,

Very truly yours,

*Vincent Leo, III*  
VINCENT LEO, III

VL:alk  
cc: Mr. and Mrs. John Zeiss  
enclos.

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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. Critical Care Associates, 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. New Jersey  
(State or country under the law of which it is incorporated)
3. 22-2675928  
(FEI number, if applicable)
4. December 18, 1985  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Opened a Bank Account in May, 1995. Actual conducting of business has not begun as of this date.  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 4745 Antler Trail  
Sarasota, Florida 34238  
(Current mailing address)  
Providing of holistic healthcare/bereavement consulting services, publishing and sale of related materials, and general billing services.
8. (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: Beverly J. Zeiss  
Office Address: 4745 Antler Trail  
Sarasota, Florida, 34238  
(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.*  
Beverly J. Zeiss  
(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: Beverly J. Zeiss

Address: 4745 Antler Trail, Sarasota, Florida 34238

Vice Chairman: John C. Zeiss

Address: 4745 Antler Trail, Sarasota, Florida 34238

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Beverly J. Zeiss

Address: 4745 Antler Trail, Sarasota, Florida 34238

Vice President: John C. Zeiss

Address: 4745 Antler Trail, Sarasota, Florida 34238

Secretary: John C. Zeiss

Address: 4745 Antler Trail, Sarasota, Florida 34238

Treasurer: Beverly J. Zeiss

Address: 4745 Antler Trail, Sarasota, Florida 34238

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

13. Beverly J. Zeiss  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Beverly J. Zeiss  
(Typed or printed name and capacity of person signing application)

NEW JERSEY SECRETARY OF STATE  
CRITICAL CARE ASSOCIATES, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY  
CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY  
OF THE ABOVE-NAMED NJ BUSINESS WAS FILED IN THIS OFFICE ON DEC. 10, 1985.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW,  
SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS  
ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES  
BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE  
STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE,  
ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

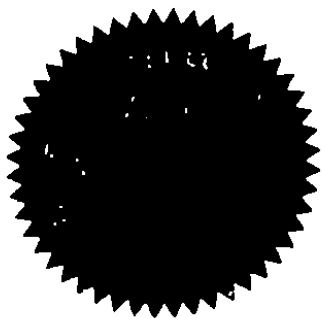
256 BROAD STREET

BLOOMFIELD

NJ 07003

AND THE REGISTERED AGENT IS THEODORE J LEO ESQ.

JUL. 27, 1995



*Conne R. Hooley*

FILED  
95 OCT 11 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA