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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 764955 6124B
AUTHORIZATION : Patricia Pizutto
COST LIMIT : \$ 78.75

ORDER DATE : December 13, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 764955

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CUSTOMER NO: 6124B

CUSTOMER: Patty Fairfield, Legal Asst
Quarles & Brady
Suite 400
One East Camelback Road
Phoenix, AZ 850121649

FOREIGN FILINGS

NAME: UNISON HEALTHCARE CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____	CERTIFIED COPY
XX _____	PLAIN STAMPED COPY
XX _____	CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Shelly R. Dabney

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 14 PM 2:40

**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. Unison HealthCare Corporation

(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. Delaware

(State or country under the law of which it is incorporated)

3. 2/22/91

(Date of Incorporation)

4. perpetual

(Duration)

5. 86-0684011

(Federal Employer Identification number, if applicable)

6. Upon qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 7272 E. Indian School Rd., Ste. 210, Scottsdale, Az. 85251

(Current mailing address)

8. Ownership of skilled nursing facilities.

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. Officers:

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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: Corporation Service Company

Office Address: 1201 Eays Street

Tallahassee

Florida

32301

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.

Registered agent's signature: _____

Carol K. Dolan

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.

Jimmy M. Walker

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

14.

PRESIDENT

(Name and capacity of person signing application)

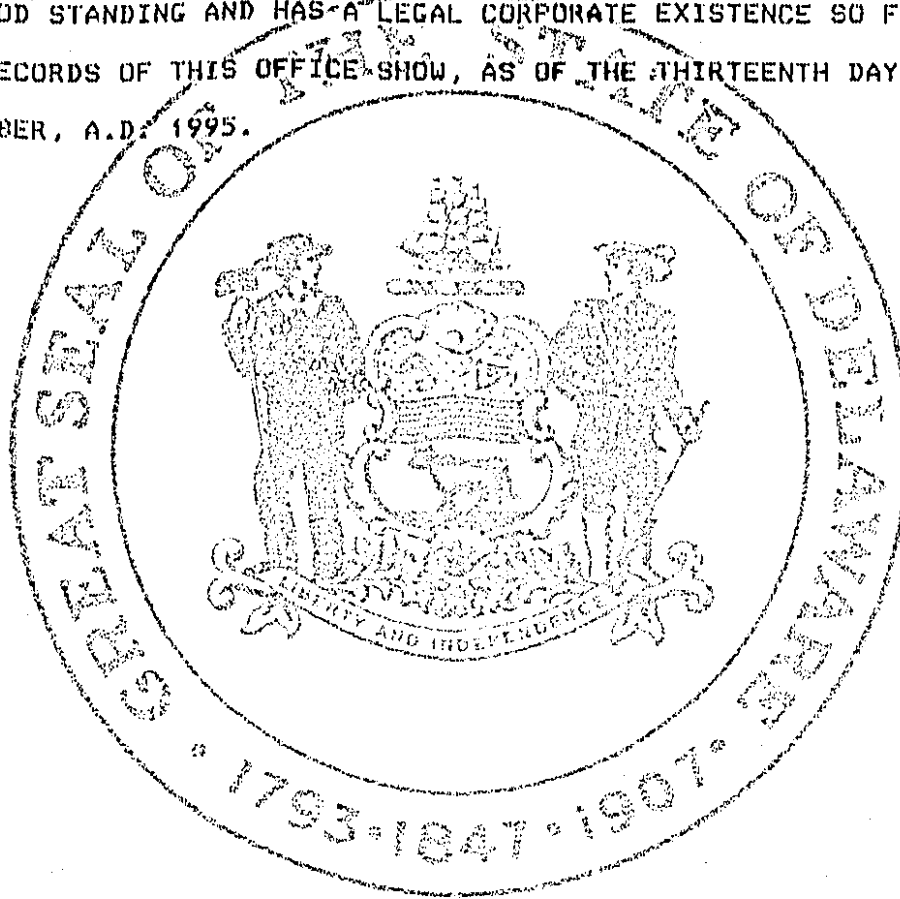
**Officers and Directors
Union HealthCare Corporation**

Name and Address	Office	Date of Taking Office
Bruce Whitehead 13601 Preston Road Suite 500 West Dallas, Texas 75240	Chairman of the Board Director	8/17/95
Jerry M. Walker 7272 E. Indian School Road Suite 214 Scottsdale, Arizona 85251	President, Chief Executive Officer Director	8/17/95
Phillip R. Rollins 7272 E. Indian School Road Suite 214 Scottsdale, Arizona 85251	Executive Vice President Chief Operating Officer, Secretary Director	8/17/95
Paul J. Contris 7272 E. Indian School Road Suite 214 Scottsdale, Arizona 85251	Executive Vice President Chief Accounting Officer Director	8/17/95
Craig R. Clark 13601 Preston Road Suite 500 West Dallas, Texas 75240	Executive Vice President Chief Financial Officer Director	8/17/95
John T. Lynch, Jr. 309 Millrace Land Newtown, Pennsylvania	Director	8/17/95
John T. Casey 4808 Bobbitt Drive Dallas, Texas 75229	Director	8/17/95
Mark White #3 Remington Houston, Texas 77005	Director	8/17/95
Tyrrell L. Garth 390 Park, Suite 500 Beaumont, Texas 77701	Director	8/17/95
Terry Troxell - Gurka 7272 E. Indian School Road Suite 214 Scottsdale, Arizona 85251	Vice President, Clinical Operations	8/17/95

Name and Address	Office	Date of Taking Office
Shelley G. Greget 7272 E. Indian School Road Suite 214 Scottsdale, Arizona 85251	Vice President, Reimbursement	8/17/95
Asha Rajagopal 13601 Preston Road Suite 500 West Dallas, Texas 75240	Corporate Controller	8/17/95
Carol Baum 7272 E. Indian School Road Suite 214 Scottsdale, Arizona 85251	Operations Controller	8/17/95
Clayton Kloehr 13601 Preston Road Suite 500 West Dallas, Texas 75240	Treasurer	8/17/95
Amy C. Duncan 13601 Preston Road Suite 500 West Dallas, Texas 75240	Vice President, Human Resources	8/17/95
Anthony C. Zubrowski 3607 Lisa Lane Plainfield, Indiana 46168	Regional Vice President, Heartland	8/17/95
John T. Griffin 1488 Old Creek Drive Tyler, Texas 75703	Regional Vice President, Prairie	8/17/95
Larry Smith 665 Portland Road Monument, Colorado 80132	Regional Vice President, Mountain	8/17/95
William G. Allen 6424 Old Tuscaloosa Highway McCalla, Alabama 35111	Regional Vice President, Heritage	8/17/95

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNISON HEALTHCARE CORPORATION" 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 THIRTEENTH DAY OF DECEMBER, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 14 PM 2:40



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7748700

DATE: 12-13-95