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ATLANTA, GEORGIA 30308-3252
404-215-8100
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January 19, 1996

VIA UPS - NEXT DAY AIR

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: MANTIS CORPORATION -
Application for Authorization to Transact Business in Florida

300001695279
-01/23/96--01003--015
*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed for filing on behalf of the above-referenced corporation, the following documents:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. An original Certificate of Existence dated January 17, 1996; and
3. A check in the amount of \$70.00 in payment of the registration fee.

I understand that a letter of acknowledgement will be issued upon registration at no additional charge. In the meantime, please acknowledge your receipt and filing of these documents by date-stamping the enclosed duplicate copy of this letter and returning it to my attention in the self-addressed, stamped envelope enclosed.

Thank you for your prompt attention to this matter.

Very truly yours,

Sharon M. Knox
Sharon M. Knox
Paralegal

Enclosures

cc: Mr. Richard S. Turner

FILED
96 JAN 22 AM 8:38
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. MANTIS CORPORATION

(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. 58-2118490
(FEI number, if applicable)

4. June 30, 1994
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. January 18, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1080 Holcomb Bridge Road, 100 Roswell Summit, Suite 200,

Roswell, Georgia 30076

(Current mailing address)

To provide a methodology designed to bring hospitals and independent skilled nursing facilities together into an integrated delivery system or provider network focused

8. on the development and implementation of subacute healthcare services.

(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 **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 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.

JENNIFER F AULTMAN
ASSISTANT SECRETARY

(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.

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TALLAHASSEE, FLORIDA

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: Richard S. Turner

Address: 5540 Waterford Green Glen, Marietta, GA 30068

Vice Chairman: _____

Address: _____

Director: James A. Curnyn

Address: 9255 Chandler Bluff

Alpharetta, GA 30202

Director: Louis T. Greenberg, M.D.

Address: 9545 Tamarack Drive

Indianapolis, IN 46260

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

President: Joseph J. McDonough

Address: 3155 Park Chase

Alpharetta, GA 30202

Vice President: _____

Address: _____

Secretary: Richard S. Turner

Address: 5540 Waterford Green Glen

Marietta, GA 30068

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. Richard S. Turner - Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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95 JUN 22 AM 8:38
FBI
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
ATLANTA, GEORGIA

ADDENDUM
TO
APPLICATION BY MANTIS CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

12.A. DIRECTORS

Director:	Daniel R. Elliott, M.D.
Address:	10573 Coppergate Carmel, IN 46032

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960170561
CONTROL NUMBER : 9416015
DATE INC/AUTH/FILED: 06/30/1994
JURISDICTION : GEORGIA
PRINT DATE : 01/17/1996
FORM NUMBER : 0211

SCHNADER, HARRISON, SEGAL & LEWIS
SHARON M. KNOX
303 PEACHTREE ST, NE, STE 2800
ATLANTA, GA 30308

CERTIFICATE OF EXISTENCE

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

MANTIS CORPORATION
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was 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, certificate of cancellation or any other similar document 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, a statement of commencement of winding up 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.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

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96 JAN 22 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA