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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 814103 4320229

AUTHORIZATION : Patricia Pjitt

COST LIMIT : \$ 70.00

RECEIVED
96 JAN 24 AM 10:13
DIVISION OF CORPORATION

ORDER DATE : January 22, 1996

ORDER TIME : 9:33 AM

ORDER NO. : 814103

CUSTOMER NO: 4320229

300001696433

CUSTOMER: Tammy Thomas, Legal Assistant
Kilpatrick & Cody
Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

FOREIGN FILINGS

NAME: BIOMEDICAL HOME CARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

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SECRETARY OF STATE
CORPORATIONS
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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. BIOMEDICAL HOME CARE, 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. North Carolina

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

3. 561378753

(FEI number, if applicable)

4. September 1, 1983

(Date of Incorporation)

5. Perpetual

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

6. Upon qualification

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

7. 8208 Brownleigh Drive

Raleigh, North Carolina 27612

(Current mailing address)

8. home 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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

The Prentice-Hall Corporation System, Inc.

By: Ellen F. Melnick

(Registered agent's signature) 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: (Street address ONLY- P. O. Box NOT acceptable)

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

~~DIRECTOR:~~ George D. Shaunnessy

Address: 8208 Brownleigh Dr., Raleigh, NC 27612

Vice Chairman: _____

Address: _____

Director: Peter J. Bibb

Address: 8208 Brownleigh Dr., Raleigh, NC 27612

Director: Harold W. Small

Address: 8208 Brownleigh Dr., Raleigh, NC 27612

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

President: Betty M. Rowe

Address: 8208 Brownleigh Dr., Raleigh, NC 27612

Sr. Ex. Vice President: George D. Shaunnessy

Address: 8208 Brownleigh Dr., Raleigh, NC 27612

Secretary/Sr. Ex. V.P.: Peter J. Bibb

Address: 8208 Brownleigh Dr., Raleigh, NC 27612

Treasurer/V.P. Finance: Charleen M. McLeod

Address: 8209 Brownleigh Dr., Raleigh, NC 27612

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

13. Betty M. Rowe
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Betty M. Rowe, President
(Typed or printed name and capacity of person signing application)

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

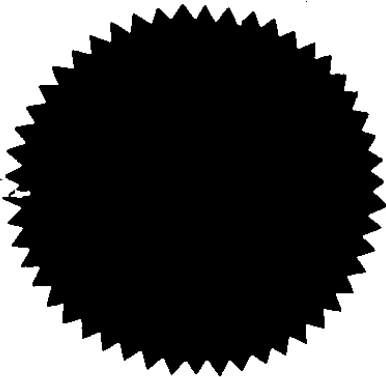
I, RUFUS L. EDMISTEN, *Secretary of State of the State of North Carolina*, do hereby certify that

BIOMEDICAL HOME CARE, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 1st day of September, 1983, with its period of duration being perpetual.

I FURTHER *certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 19th day of January, 1996.



Rufus L. Edmisten

Secretary of State

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JAN 24 1996
AM 10:00
55-116-22