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800445 5023143

ACCOUNT NO. : 072100900032
REFERENCE : 800445
AUTHORIZATION : Patricia Pijet
COST LIMIT : \$ 70.00

ORDER DATE : January 11, 1996
ORDER TIME : 11:43 AM
ORDER NO. : 800445
CUSTOMER NO: 5023143

300001638533

CUSTOMER: Mr. Larry L. Berenger
Gateway Healthcare Corporation
2900 Hungary Rd.
Ste. 200
Richmond, VA 23228

W76-1049

FOREIGN FILINGS

NAME: GATEWAY HEALTHCARE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ANDREA MABRY

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 12, 1996

CSC

*Re-Submit
2/16.
Thanks*

SUBJECT: GATEWAY HEALTHCARE CORPORATION
Ref. Number: W9600001049

We have received your document(s) in this office, however, the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 996A00001756

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned R DAVID BERGONIA, do hereby certify that this Resolution of the Board of Directors of GATEWAY HEALTHCARE CORP. a corporation duly organized and existing under the laws of the State of VIRGINIA, was duly adopted on JANUARY 30, 1996.

Resolved, that GATEWAY HEALTHCARE CORP., organized and existing in the State of VIRGINIA, hereby adopts the name GATEWAY HEALTHCARE CORP OF VIRGINIA for use in Florida.

Dated: January 30, 1996

R David Bergonia
Signature of at least one Director
SECRETARY

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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. GATEWAY HEALTHCARE 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. VERGINIA

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

3. 54-1521449

(FEI number, if applicable)

4. OCTOBER 31, 1989

(Date of Incorporation)

5. PERPETUAL

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

6. 1/15/96

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

7. 2900 HUNGARY ROAD STE 200 RICHMOND, VA 23228

(Current mailing address)

8. DISTRIBUTE DISPOSABLE MEDICAL SUPPLIES TO NURSING HOMES
(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, Suite 105

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: Marcia A. Havner, Asst. Secy.

(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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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: CHARLES L. PALMER

Address: 2205 MEDALS RIVER ROAD FT LAUDERDALE, FL 33305

Vice Chairman: R. DAVID BERENGER

Address: 443 W. ALDINE APT 1
CHICAGO, IL 60657

Director: LARRY L. BERENGER

Address: 12075 FOXFIELD CIRCLE
REICHMUND, VA 23233

Director: EDWARD SHULMAN

Address: 5909 DMCROSS CT
GLEN ALLEN, VA 23060

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

President: EDWARD SHULMAN

Address: 5909 DMCROSS CT
GLEN ALLEN, VA 23060

Vice President: ROBERT L. UNDERWOOD + DIRECTOR

Address: 59 WOODLEY ROAD
WENNETKA, IL 60093


Secretary: R. DAVID BERENGER & DIRECTOR

Address: 443 W. ALDINE APT 1
CHICAGO, IL 60657

Treasurer: LARRY L. BERENGER

Address: 12075 FOXFIELD CIRCLE REICHMUND, VA 23233

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. LARRY L. BERENGER VICE PRESIDENT FINANCE & OPERATIONS
(Typed or printed name and capacity of person signing application)

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

Gateway Healthcare Corporation is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 31, 1989.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: November 29, 1995

William J. Bridge
William J. Bridge, Clerk of the Commission