

Document Number Only
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CP CORPORATION SYSTEM
 Corporation Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301 222-1092
 City State Zip Phone

500001719315
 -02/20/96--01076--018
 *****70.00 *****70.00

CORPORATION(S) NAME

02/20

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 DIVISION OF CORPORATIONS
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Long Term Care Physicians Corporation
 L.T.C.P. Corporation

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of H.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Etc. Home |
| <input type="checkbox"/> Not Statement | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Certified Copy | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | | |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability _____
 Description _____
 Director _____
 Verifier _____
 Acknowledgment _____
 W.P. Verifier _____

2-20-96

PLEASE RETURN EXTRA COPIES
 FILE STAMPED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. LONG TERM CARE PHYSICIANS 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. Delaware

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

3. 43-1714102

(FEI number, if applicable)

4. 05/23/95

(Date of incorporation)

5. Perpetual

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

6. Pending qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 3030 Gillham Road

Kansas City, Missouri 64108

(Current mailing address)

To provide physician services to long term care facilities, and any other business
8. allowed under the corporation laws of Florida.
(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:

Name: C T Corporation System

Office Address: 1200 S. Pine Island Road

Plantation

, 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 fully aware of and accept the obligations of my position as registered agent.


(Registered agent's signature)

John J. Linnihan, Asst. Vice President

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:

A. DIRECTORS

Director
Chairman: Thomas E. Eckard
Address: 3030 Gillham Road
Kansas City, Missouri 64108
Director
Vice Chairman: Leslie A. Matthews
Address: 3030 Gillham Road
Kansas City, Missouri 64108
Director: John Aplin
Address: One American Square, Suite 2850
Indianapolis, Indiana 46204
Director: Denise O'Leary
Address: 3000 Sand Hill Road, Suite 100
Menlo Park, California 95042

B. OFFICERS

President: Thomas E. Eckard
Address: 3030 Gillham Road
Kansas City, Missouri 64108
Vice President: _____
Address: _____
Secretary: Leslie A. Matthews
Address: 3030 Gillham Road
Kansas City, Missouri 64108
Treasurer: _____
Address: _____

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

13.

Thomas E. Eckard
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Thomas E. Eckard - President
(Typed or printed name and capacity of person signing application)

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Thomas E. Eckard, do hereby certify that this Resolution of the Board of Directors of LONG TERM CARE PHYSICIANS CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on December 29, 19 95.

Resolved, that LONG TERM CARE PHYSICIANS CORPORATION organized and existing in the State of Delaware, hereby adopts the name LTCP CORPORATION for use in Florida.

Dated: January 17, 1996



Signature of at least one director

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LONG TERM CARE PHYSICIANS 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 THIRTIETH DAY OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

2509817 8300

950277707

AUTHENTICATION:

DATE:

7729290

11-30-95