Document Number Only

F96000001203

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

904-222-1092

CORPORATION(S) NAME

Matrix Healthcare Inc.

(x) Profit
( ) NonProfit
( ) Limited Liability Company
(x) Foreign
( ) Limited Partnership
( ) Reinstatement
( ) Certified Copy
( ) Call When Ready
(●) Walk In
( ) Mail Out

( ) Amendment
( ) Dissolution/Withdrawal
( ) Annual Report
( ) Reservation
( ) Photo Copies
( ) Call if Problem
( ) Will Wait

( ) Merger
( ) Mark
( ) Other
( ) Change of R.A.
( ) Fictitious Name
( ) CUS / G/S
( ) After 4:30
(●) Pick Up

Name Availability

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

3/8/96

PLEASE RETURN EXTRA COPY(S) FILE STAMPED

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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. MATRIA HEALTHCARE, 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. Delaware
(State or country under the law of which it is incorporated)

3. 58-2205984
(FEI number, if applicable)

4. October 4, 1995
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist n… …tual")

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

7. 1850 Parkway Place, Marietta, Georgia 30067
(Current mailing address)

8. Women and children's healthcare.
(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: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Alan Farrell, Asst Secretary
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

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.

12. Names and addresses of officers and/or directors:

A DIRECTORS

Chairman: Parker H. Petit

Address: 1850 Parkway Place

Marietta, Georgia 30067

Vice Chairman: ______________________

Address: ______________________

____

Director: Robert P. Byrnes

Address: 1821 East Dyer Road

Santa Ana, California 92705

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: See attached list of officers

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

Treasurer: ______________________

Address: ______________________

____

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

13. [illegible signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. [illegible], President & CEO
(Typed or printed name and capacity of person signing application)

(FLA 2189)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Officers of
MATRIA HEALTHCARE, INC.

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1. Robert P. Byrnes, President and CEO
   1821 East Dyer Road
   Santa Ana, California 92705

2. Parker H. Petit, Chairman of the Board
   1850 Parkway Place
   Marietta, Georgia 30067

3. J. Brent Burkey, Sr. V.P./Sec./General Counsel
   1850 Parkway Place
   Marietta, Georgia 30067

4. Donald R. Millard, Sr. V.P./CFO
   1850 Parkway Place
   Marietta, Georgia 30067

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MATRIA HEALTHCARE, INC." 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 TWENTY-NINTH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -8 PM 1:30

Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7846732

DATE: 02-29-96