

F96000002222

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PROCARE AMERICA, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Truman J. Costello, P.A.
(Name of Person)

Costello, Sims & Royston
(Firm/Company)

12670 New Brittany Blvd. #101
(Address)

Fort Myers, FL, 33907
(City/State/Zip)

905/3
96 MAY -3 AM 9:00
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Truman Costello
(Name of Person)

at (941) 939-2222
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

1st application
in closed file.

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0071
904-222-0191 FAX

800-342-0086



ACCOUNT NO. : 072100000032

REFERENCE : 911812 81911A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 9, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 911812

CUSTOMER NO: 81911A

CUSTOMER: Truman J. Costello, Esq
Costello Sims & Royston
Suite 101
12670 New Brittany Boulevard
Fort Myers, FL 33907

7000001778887
-04/09/96--01064--018
****122.50 ****122.50

FOREIGN FILINGS

NAME: PROCARE AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 AM 9:00

RECEIVED
96 APR -9 AM 11:08
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 25, 1996

OWEN STEPHENS
% CARING HEALTH SUPPORT PROFESSIONALS I
8380 RIVERWALK PK BLVD., STE 310
FORT MYERS, FL 33919

SUBJECT: PROCARE AMERICA, INC.
Ref. Number: W96000001890

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAY -3 AM 9:00

We have received your document for PROCARE AMERICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3600.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 796A00003280



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 9, 1996

CSC NETWORKS

SUBJECT: PROCARE AMERICA, INC.
Ref. Number: W96000001890

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAY -3 AM 9:00

We have received your document for PROCARE AMERICA, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

An application for PROCARE AMERICA, INC. was previously submitted to this office by Owen Stephens and rejected for filing on January 25, 1996 (see attached copy). The issue of the penalty fees has not been resolved. Please submit either an affidavit concerning the date first transacted business or the \$3600.00 penalty fee.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 996A00016216

COSTELLO, SIMS & ROYSTON
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
(941) 939-2222

Truman J. Costello, P.A.*
L. David Sims, P.A.**
Robert D. Royston, Jr., P.A.***

* Board Certified Wills, Trusts
& Estates Lawyer
** Board Certified Marital &
Family Law Lawyer,
Florida Supreme Court
Certified Family Mediator
*** Florida Supreme Court
Certified Circuit Mediator

Brittany Professional Centre
12670 New Brittany Blvd., Suite 101
Port Myers, Florida 33907

Mailing Address:
Post Office Drawer 60205
Port Myers, Florida 33906

Telefax (941) 939-2280

May 1, 1996

Ms. Jennifer Sindt
Document Examiner
FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: ProCare America, Inc.
Ref. Number: W96000001890

Dear Ms. Sindt:

The undersigned submitted to your office on behalf of ProCare America, Inc. its Application By Foreign Corporation For Authorization To Transact Business in Florida on April 9, 1996. That Application was not accepted due to a similar application having been submitted on behalf of ProCare America, Inc. by the corporation's President and Chief Executive Officer, Owen Stephens. That initial application erroneously stated that ProCare America, Inc. had first transacted business within Florida on September 22, 1993.

Enclosed please find the sworn Affidavit of Owen L. Stephens which clarifies that ProCare America, Inc. has not in fact ever conducted business within Florida. Instead, the only activities which ProCare America, Inc. has ever engaged in with respect to the State of Florida has been the owning and controlling of its solely owned subsidiary corporation, Caring Health Support Professionals, Inc., a Florida corporation. The fact that this activity does not constitute transacting business within Florida is clearly stated in Florida Statutes Section 607.1501(2)(k).

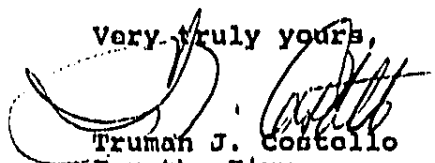
I would request that you accept for filing the Application By Foreign Corporation For Authorization To Transact Business in Florida which I previously submitted to your office on April 9, 1996 based upon the enclosed Affidavit.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 AM 9:00

Ms. Jennifer Sindt
May 1, 1996
Page Two

If you should require any additional information concerning this request, please do not hesitate to contact me.

Very truly yours,



Truman J. Costello
For the Firm

TIC/s/encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 AM 9:08

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF LEE

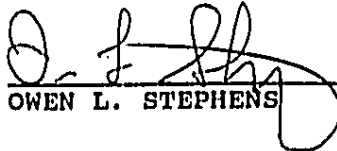
Before me, the undersigned Notary Public, personally appeared OWEN L. STEPHENS, who, having been first duly sworn according to law, deposes and says:

1. That the matters attested to herein are made upon the personal knowledge of affiant.
2. That affiant is President and Chairman of the Board of Directors of ProCare America, Inc., a Minnesota corporation which desires to obtain a Certificate of Authority to Transact Business in the State of Florida pursuant to Section 607.1503 of the Florida Business Corporation Act.
3. Affiant is also President and a member of the Board of Directors of Caring Health Support Professionals, Inc., a Florida corporation.
4. Caring Health Support Professionals, Inc., a Florida corporation, is a subsidiary of ProCare America, Inc., a Minnesota corporation, all of the outstanding capital stock of Caring Health Support Professionals, Inc. being owned by ProCare America, Inc.
5. The only activities ever conducted by ProCare America, Inc. in the State of Florida consisted of owning and controlling its subsidiary corporation, Caring Health Support Professionals, Inc., in such subsidiary's transaction of business in Lee County and elsewhere in Florida.
6. That on January 25, 1996 affiant filed with the Florida Department of State on behalf of ProCare America, Inc. an Application By Foreign Corporation For Authorization to Transact Business in Florida; that such application was rejected due, in part, to the statement contained in that application that ProCare America, Inc. first transacted business in Florida on September 22, 1993.
7. Affiant has now been advised by counsel that the mere fact of owning and controlling a subsidiary corporation which subsidiary was in fact conducting business activities within the State of Florida, does not constitute conducting business within the State pursuant to Section 607.1501(2)(k) of the Florida

Business Corporation Act and that the application which affiant previously submitted to the Florida Department of State for a Certificate of Authority on behalf of ProCare America, Inc. was erroneous in its statement that ProCare America, Inc. had started business activities within Florida on September 22, 1993.

8. ProCare America, Inc. was organized as a Minnesota corporation on September 22, 1993 and has never conducted business activities within the State of Florida within the contemplation of Section 607.1501 of the Florida Business Corporation Act.

FURTHER AFFIANT SAYETH NOT. . . .

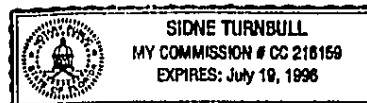

OWEN L. STEPHENS

Sworn to and subscribed before me this 15th day of May, 1996, by OWEN L. STEPHENS, who is personally known to me or who produced _____ as identification.

CC216159
Commission Number
7-19-96
Commission Expiration


Notary Public-State of Florida
SIDNE TURNBULL
Typed/Printed Name of Notary

c:\w\stephens.aff\st



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 AM 9:00

**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. ProCaro American, 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. Minnesota
(State or country under the law of which it is incorporated)
3. 41-1761053
(FBI number, if applicable)
4. 9-22-93
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. NXX Will start within next 30 days
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1500 Colonial Blvd., Suite 221, Fort Myers, FL, 33907
(Current mailing address)
8. Home health agency
(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 acceptable)**

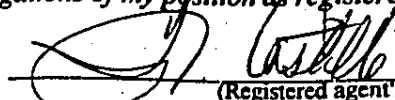
Name: Truman J. Costello.

Office Address: 12670 New Brittany Blvd. #101

Fort Myers, Florida, 33907
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 AM 9:01

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Maryann T. Stephens

Address: 1500 Colonial Blvd., Suite 221

Fort Myers, Florida 33907

Director: Owen L. Stephens - Donna Kay - Brent Peterson

Address: c/o 1500 Colonial Blvd., Suite 221

Fort Myers, Florida 33907

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

President: Owen L. Stephens

Address: 1500 Colonial Blvd., Suite 221

Fort Myers, FL 33907

CEO

~~Vice President~~ Maryann T. Stephens

Address: 1500 Colonial Blvd., Suite 221

Fort Myers, FL 33907

Secretary: _____

Address: _____

Treasurer: Maryann T. Stephens

Address: 1500 Colonial Blvd., Suite 221

Fort Myers, FL 33907

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. Maryann T. Stephens

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -9 AM 9:00

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

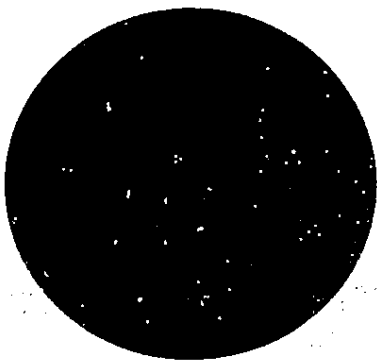
Name: Procare America, Inc.

Date Formed: 09/22/1993

Chapter Governed By: 302A

This certificate has been issued on 04/01/96.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 AM 9:00



Joan Anderson Grove
Secretary of State.