

F96000002521

1201 HAYS STREET
TALLAHASSEE, FL 32301-2007
904-222-9111
904-222-9112

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 959620 5012818

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : May 20, 1996

ORDER TIME : 12:21 PM

ORDER NO. : 959620

CUSTOMER NO: 5012818

600001830756
-05/20/96--01098--008
*****70.00 *****70.00

CUSTOMER: Ms. Sherri Platt
Theratrix Incorporated
400 Northridge Road
Suite #400
Atlanta, GA 30350

FOREIGN FILINGS

NAME: PERSONACARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

FILED RECEIVED
96 MAY 20 PM 2:48
SECRETARY OF STATE
DIVISION OF CLERK & ATTORNEY
TALLAHASSEE, FLORIDA

sf
5/20

**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. PersonaCare, 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 3. 52-1417774
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 11, 1990 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 20, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 400 Northridge Road, Suite 700
Atlanta, GA 30350
(Current mailing address)

8. Own and operate skilled nursing facilities.
(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: Corporation Service Company

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.

Corporation Service Company
By: Phil Shelby, as agent
(Registered agent's signature) PHIL SHELBY

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

Chairman: John A. Bardin
Address: 400 Northridge Road, Suite 400
Atlanta, GA 30350

Vice Chairman: _____
Address: _____

Director: Donald R. Myll
Address: 400 Northridge Road, Suite 400
Atlanta, GA 30350

Director: _____
Address: _____

B. OFFICERS

President: John A. Bardin
Address: 400 Northridge Road, Suite 400
Atlanta, GA 30350

Vice President: Laura E. Cayce
Address: 400 Northridge Road, Suite 700
Atlanta, GA 30350

Secretary: Jonathan H. Glenn
Address: 400 Northridge Road, Suite 400
Atlanta, GA 30350

Treasurer: Donald R. Myll
Address: 400 Northridge Road, Suite 400
Atlanta, GA 30350

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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. Jonathan H. Glenn, Vice President & Secretary
(Typed or printed name and capacity of person signing application)

04/01/1996

PersonaCare, Inc.

Incorporated : Delaware
Federal ID # : 52-1417774
Fiscal Year End : 12/31

Principal Address:
400 Northridge Road, Suite 700
Atlanta, GA 30350

DIRECTORS:

John A. Bardis
Donald R. Myll

Director
Director

OFFICERS:

John A. Bardis
James A. Bodie
Laura E. Cayce
Jonathan H. Glenn
Donald R. Myll

President & CEO
Assistant Secretary
Vice President
Vice President & Secretary
Vice President & CFO

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CAPITAL STOCK:

Common
Price/Par Value: .01 Par

Authorized: 1,000
Issued: 995
Outstanding: 995
in Treasury: 0

Current Owner(s)
TheraTx, Incorporated

Shares From
995

DIRECT SUBSIDIARIES:

	<u>Incorporated in</u>	<u>Ownership</u>	<u>Shares</u>
Care Venture Partners, L.P.		99.00	0
Lafayette Health Care Center, Georgia Inc	Georgia	100.00	1,000
PersonaCare Living Center of Clearwater, Inc.	Delaware	100.00	1,000
PersonaCare of Bradenton, Inc.	Delaware	100.00	1,000
PersonaCare of Clearwater, Inc.	Delaware	100.00	1,000
PersonaCare of Connecticut, Inc.	Connecticut	100.00	1,000
PersonaCare of Georgia, Inc.	Delaware	100.00	0

PersonaCare of Huntsville, Inc.	Delaware	100.00	100,000
PersonaCare of Madison, Inc.	Delaware	100.00	0
PersonaCare of Ohio, Inc.	Delaware	100.00	100,000
PersonaCare of Owensboro, Inc.	Delaware	100.00	100,000
PersonaCare of Pennsylvania, Inc.	Delaware	100.00	100,000
PersonaCare of Pompano East, Inc.	Delaware	100.00	1,000
PersonaCare of Pompano West, Inc.	Delaware	100.00	1,000
PersonaCare of Reading, Inc.	Delaware	100.00	100,000
PersonaCare of Rhode Island, Inc.	Rhode Island	100.00	100
PersonaCare of San Antonio, Inc.	Delaware	100.00	100,000
PersonaCare of San Pedro, Inc.	Delaware	100.00	1,000
PersonaCare of Shreveport, Inc.	Delaware	100.00	1,000
PersonaCare of St. Petersburg, Inc.	Delaware	100.00	1,000
PersonaCare of Wisconsin, Inc.	Delaware	100.00	100,000
Stamford Health Associates L.P.		99.00	0
Tucker Nursing Center, Inc.	Georgia	100.00	1,000

INCORPORATION/QUALIFICATIONS:

	<u>Inc/Qual</u>	<u>Charter No.</u>	<u>Date</u>	<u>Agent</u>
Delaware	Incorporated		05/11/1990	PH
Georgia	Qualified	9503916	02/03/1995	JHG
DBA : PersonaCare, Inc. (Delaware)				

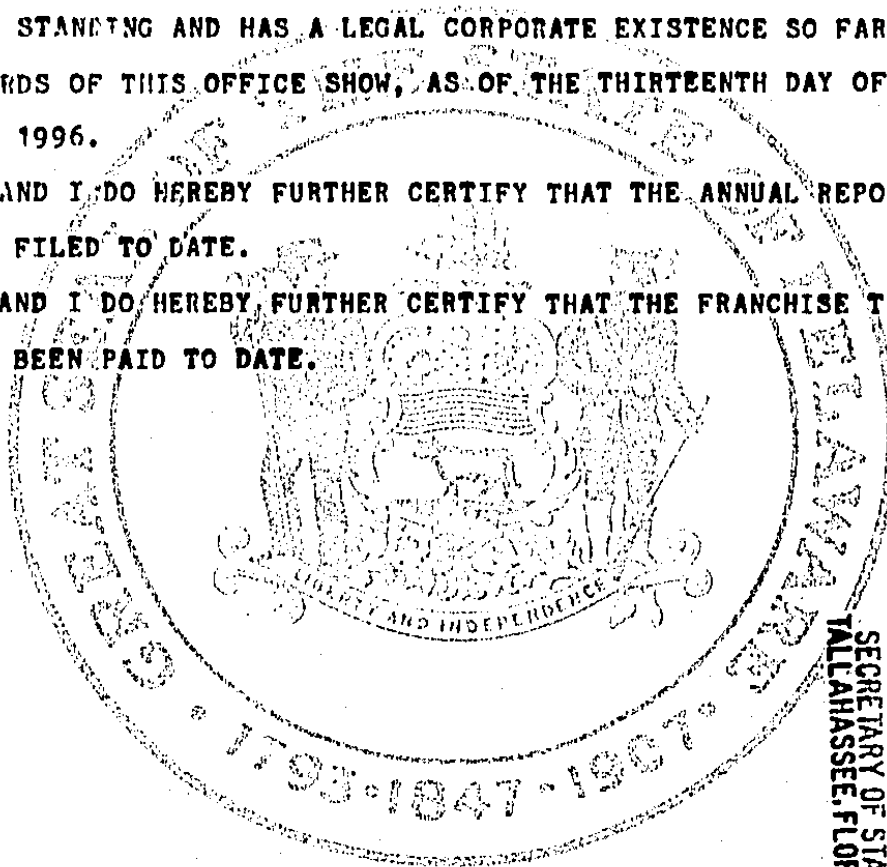
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 TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PERSONACARE, 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 THIRTEENTH DAY OF MAY, 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

96 MAY 20 PM 2:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7943178

DATE: 05-13-96