F96000003148

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Olympus Managed Health Care, 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:

900001870589
-06/21/96--01015--002
*****70.00 *****70.00

W96-132,416

Steven W. Jacobson
(Name of Person)

Olympus Managed Health Care, Inc.
(Firm/Company)

1880 N.E. 163rd St. Suite 202
(Address)

N. Miami Beach FL. 33162
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 20 AM 11:27

mtn

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

Steven W. Jacobson at (305) 940-4004
(Name of Person) (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

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. Olympus Managed Health Care 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. 65-0640078 (FEI number, if applicable)

4. 12/28/95 (Date of incorporation)

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

6. Not yet (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1880 N.E. 163rd st. suite 202
N. Miami Beach fl. 33162
(Current mailing address)

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8. _____
(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: Steven W. Jacobson

Office Address: 1880 N.E. 163rd St, 202

N. Miami Beach fl. , Florida , 33162 (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.

S.W.J.
(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.

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: Steven W. Jacobson

Address: 1880 N.E. 163rd St. #2
N. Miami Beach Fl. 33162

Vice Chairman: Andrew S. Jacobson

Address: Same

Director: Steven W. Jacobson

Address: Same

Director: Andrew S. Jacobson

Address: Same

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

President: Steven W. Jacobson

Address: Same

Vice President: Andrew S. Jacobson

Address: Same

Secretary: Eugenio Churchill

Address: Same

Treasurer: [redacted] Ashley C. Campbell

Address: Same

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

13. S.W.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven W. Jacobson - Chairman - President
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLYMPUS MANAGED HEALTH CARE, 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 TENTH DAY OF JUNE, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 20 AM 11:28

Edward J. Freel, Secretary of State

2576391 8300

960144513

AUTHENTICATION: 7979865

DATE: 06-10-96

F96000003148

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 446045 4300123

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

ORDER DATE : June 27, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 446045-005

CUSTOMER NO: 4300123 800002228188--7

CUSTOMER: Susan E. Todd, Legal Assistant
Battle Fowler Llp
75 East 55th Street
Concourse
New York, NY 10022

FILED
97 JUL -1 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 JUL -1 PM 12:07
DIVISION OF CORPORATION

File

FOREIGN FILINGS

NAME: OLYMPUS MANAGED HEALTH CARE, INC.

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

1/1

Name change

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

FILED
97 JUL -1 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I

(1-3 must be completed)

1. Olympus Managed Health Care, Inc.
   Name of corporation as it appears on the records of the Department of State.

2. Delaware
   Incorporated under the laws of

3. 6/20/96
   Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6/11/97

5. Jacobson Enterprises, Inc.
   Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

   N/A
   New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

   N/A
   New Jurisdiction

S.W.
Signature

6/23/97
Date

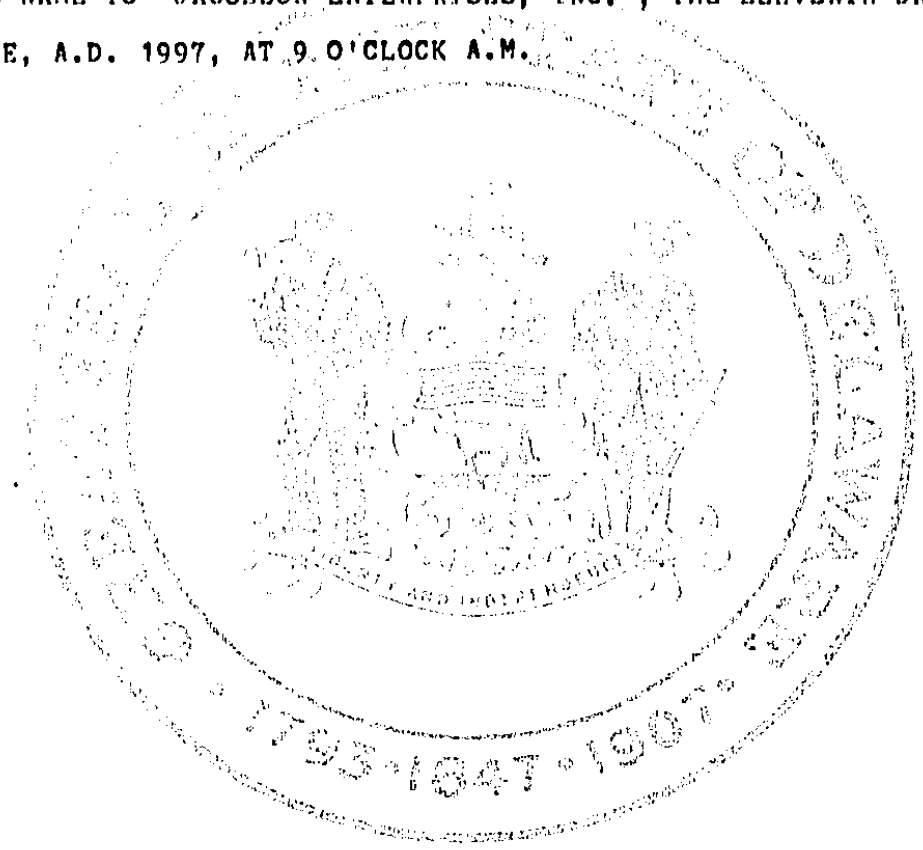
Steven W. Jacobson
Typed or printed name

President
Title

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "OLYMPUS MANAGED HEALTH CARE, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "JACOBSON ENTERPRISES, INC.", THE ELEVENTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2576391 8320

971216409

AUTHENTICATION: 8537005

DATE: 06-30-97