

CORPORATE

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 266 (904) 222-2666 or (904) 900-2666 Fax (904) 222-2666

9600003785

PICK UP 7/26/96

CERTIFIED COPY

CUS

PHOTO COPY

FILING

Foreign

1.) Symphony Acquisition Co.
(CORPORATE NAME & DOCUMENT #)

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-07/26/96--01023--024
*****8.75 *****8.75

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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-07/26/96--01023--025
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

96 JUL 26 11:29 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

7-26

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. SYMPHONY ACQUISITION CO.
(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. 52-1986425
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 18, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing.
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 817.155, F.S.)

7. 2930 Washington Blvd.
Baltimore, Maryland 21230
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.
(Purposes) 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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
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.

By: _____
(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
95 JUL 26 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
DELAWARE, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SYMPHONY ACQUISITION CO.

2. The name and address of the registered agent and office is:

NRAI Services, Inc.

(NAME)

526 E. Park Avenue

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

Charles A. Coyle

(SIGNATURE)

Charles A. Coyle - Assistant Secretary

July 24, 1996

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: R. Dirk Allison

Address: 2930 Washington Blvd., Baltimore, MD 21230

Director: Morris A. Perlis

Address: 2930 Washington Blvd.
Baltimore, MD 21230

B. OFFICERS

President: R. Dirk Allison

Address: 2930 Washington Blvd.
Baltimore, MD 21230

Vice President: Donald W. Hughes

Address: 2930 Washington Blvd.
Baltimore, MD 21230


Secretary: Donald W. Hughes

Address: Same as above.

Treasurer: Donald W. Hughes

Address: Same as above.

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.)

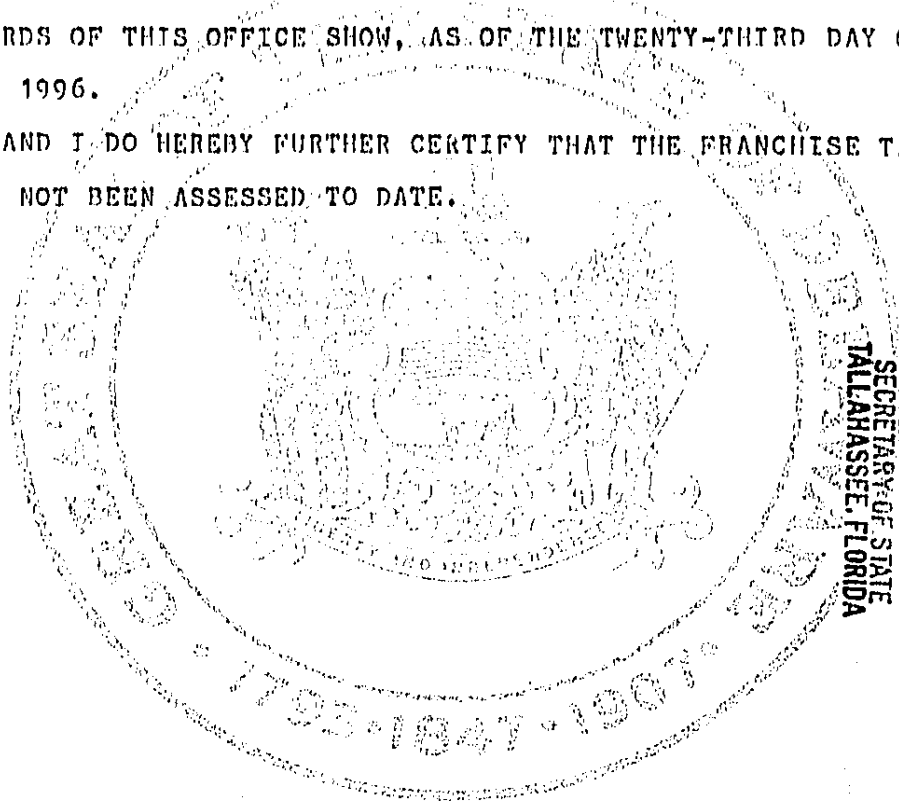
14. R. Dirk Allison, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SYMPHONY ACQUISITION CO." 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-THIRD DAY OF JULY, A.D. 1996.

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



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 26 AM 11:01

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2645040 8300

960213799

AUTHENTICATION: 8037150

DATE: 07-23-96

CORPORATE ACCESS, INC.

F9600003785

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666. Fax (904) 222-2666

WALK IN

PICK UP

12/18/96

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CERTIFIED COPY _____

CUS _____

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FILING Amended/Foreign

1.) Symphony Acquisition Co.
(CORPORATE NAME & DOCUMENT #)

2000050308000000
-12/18/96-019
*****35.00 *****35.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

*File
not
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12/19*

RECEIVED
96 DEC 18 PM 12:26
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 DEC 18 PM 11:38

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.)

SECTION I

(1-3 must be completed)

1. Symphony Acquisition Co.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. July 26, 1996
Date authorized to do business in Florida

96 DEC 18 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, 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? December 10, 1996

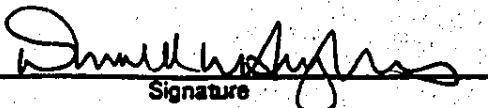
5. Capstone LTC, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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


Signature

DONALD W. HUGHES
Typed or printed name

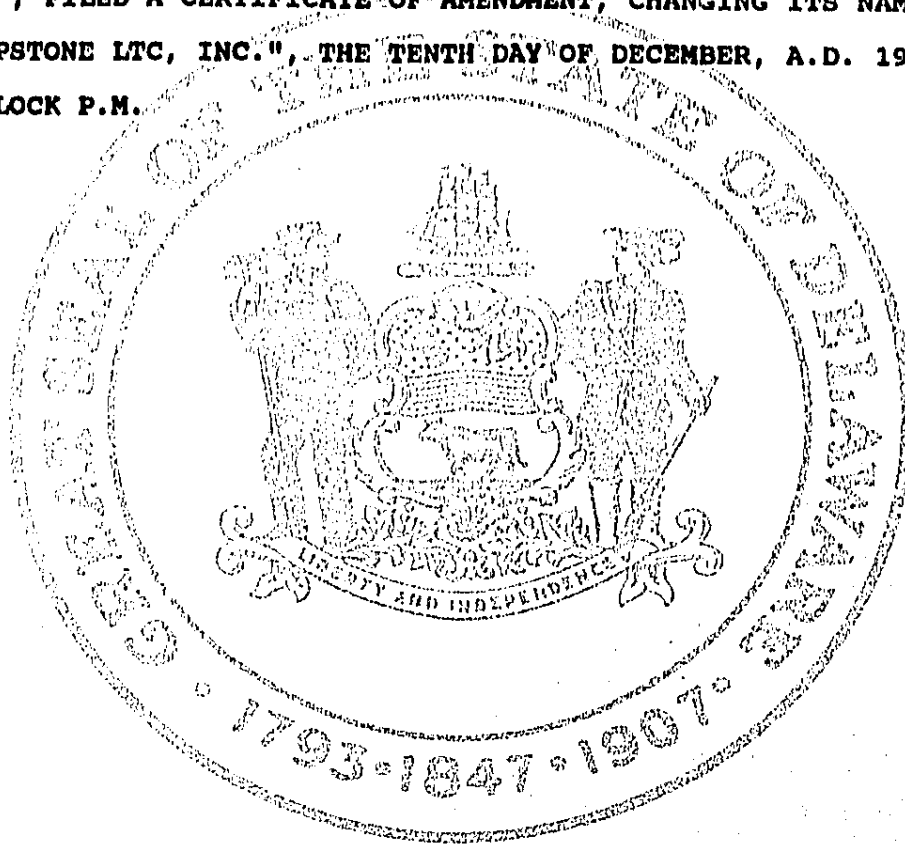
12/13/96
Date

VICE PRESIDENT
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SYMPHONY ACQUISITION CO.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CAPSTONE LTC, INC.", THE TENTH DAY OF DECEMBER, A.D. 1996, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2645040 8320

960362336

AUTHENTICATION:

8232462

DATE:

12-11-96