

Document Number Only

F96000004264

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

IHS Acquisition XVIII, Inc.

FILED
SECRETARY OF STATE
8/20/96
96 AUG 20 AM 3:27

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Limited Liability Partnership | | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
96 AUG 20 PM 2:53
DIVISION OF CORPORATION

| |
|-------------------|
| Name |
| Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

8/20/96

file 124

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. IHS Acquisition XVIII, 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. Applying for
(FEI number, if applicable)
4. August 19, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 10065 Red Run Boulevard, Owings Mills, Maryland 21117
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
(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)

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

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
05 AUG 20 PM 3:17

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

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

14. Michael W. Tan, Assistant Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF STATE RECORDS
96 AUG 20 PM 3:27

Directors

Lawrence P. Cirka
Marc B. Levin
Marshall A. Elkins

Officers

Lawrence P. Cirka
Brian K. Davidson
Marshall A. Elkins
Marc B. Levin
Anthony R. Masso
Scott W. Robertson
C. Christian Winkle
W. Bradley Bennett
Virginia Dollard
Frank Fritch
Eleanor C. Harding
John Heller
Joyce Karoleski
Elizabeth Kelly
Francis P. Kirley
Patrick Leininger
Pamela Lekas

Office

President and Chief Operating Officer
Executive Vice President - Office of the CEO
Executive Vice President and General Counsel; Secretary
Executive Vice President - Office of the CEO;
Assistant Secretary
Executive Vice President - Managed Care
Executive Vice President - Home Care Development
Executive Vice President - Facility Operations
Senior Vice President - Chief Accounting Officer
Senior Vice President - Southeast Division
Senior Vice President - Human Resources
Senior Vice President - Finance, Treasurer
Senior Vice President - Northeast Division
Senior Vice President - Western Division
Senior Vice President - Acquisitions
Senior Vice President - Midwest Division
Senior Vice President - Managed Care
Senior Vice President - Facility Controller

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 20 PM 3:27

Murry Mercier

Senior Vice President - Information Systems

Taylor Pickett

Senior Vice President

Ruth Ann Skaggs

Senior Vice President - Clinical Services

George Turon

Senior Vice President - Reimbursement

Leslie A. Glew

Vice President and Assistant Secretary

Michael W. Tan

Assistant Secretary

J. David Gallagher

Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF INFORMATION
95 AUG 20 PM 3:27

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 "IHS ACQUISITION XVIII, 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 NINETEENTH DAY OF AUGUST, A.D. 1996.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
95 AUG 20 PM 3:28




Edward J. Freel, Secretary of State

2653805 8300

960241351

AUTHENTICATION:

DATE:

8072694

08-19-96