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FLORIDA DIVISION OF CORPORATIONS

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((H96000012764 2))

TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-1441

NAME: WELLSPRING CONTINUUM CARE CORPORATION

AUDIT NUMBER.....H96000012764

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 5

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4-022-3709 09/16/96 11:52 Fl. Dept. of State pl /1

PAGE: 01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1996

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: WELLSPRING CONTINUUM CARE CORPORATION
REF: W96000019337

We have received your document(s) in this office, however, the document is being returned for the following:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6937.

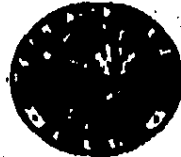
Teresa Spears
Staff Assistant

FAX Aud. #: W96000012764
Letter Number: 696A00042660

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1998

JOSE MOJICA
XL CORPORATE & RESEARCH SERVICES, INC.
82 WHITE STREET
NEW YORK, NY 10013

The name **WELLSPRING CONTINUUM CARE CORPORATION** has been reserved for 120 days beginning April 23, 1998. The reservation number is **R96000002057** and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 485, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 885.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Neysa Culligan

Letter number: 998A00019038

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

H96000012764

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. Wallapring Continuum Care Corporation
(Name of corporation; the word "INCORPORATED," "COMPANY," or "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. Nevada
(State or country under the law of which it is incorporated)
3. May 16, 1996
(Date of Incorporation)
4. Perpetual
(Duration)
5. 13-389-7880
(Federal Employer Identification number, if applicable)
6. Upon the filing of this application.
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.1504 F.S.)
7. c/o Cornerstone Resources, Inc.
805 Third Ave., 14th Fl., N.Y., N.Y. 10022
(Current mailing address)

SEE ATTACHED RIDER

8. SEE ATTACHED RIDER
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: SEE ATTACHED RIDER

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

Blumberg Excelsior, 62 White St., NY, NY 10013

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TO: FLA FAX INC

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Rider

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(Brief Description of the nature of the business in which it is engaged in the State of Florida)

8. to serve as a holding company for business entities engaged in the fields of long term care and assisted living, as well as similar fields of activity that may become available, with the express limitation that no activity requiring licensure will be commenced in any jurisdiction until such licensure in such jurisdiction has first been obtained.

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TO: FLA FAX INC

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Rider of Directors Items # 9 A

A. DIRECTORS:

NAME

ADDRESS

William G. Raich

383 Main Street, Northport, NY 11768

Joon Geol Ryu

#523-18 Pyung Chang Dong, Jong Ro Gu, Seoul 110-112,
Korea

Young Hak Kim

2422 Loughton Street, Apt. B, Fort Lee, NJ 07024

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New York, NY 10013
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A. Officers:President: William G. RalachAddress: 181 Main Street
Norhtport, NY 11768

Vice President: _____

Address: _____

Secretary: Daniel StackAddress: 8 Linda Drive
Buffern, NY 10901Treasurer: Daniel StackAddress: 8 Linda Drive
Buffern, NY 10901FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
86 SEP 26 AM 11:44

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:Name: BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.Office Address: 4435 Old Winter Garden Rd.OrlandoFlorida32802

Zip Code

11. 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: _____

Marc Noel, Assistant Secretary

12. 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.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. _____

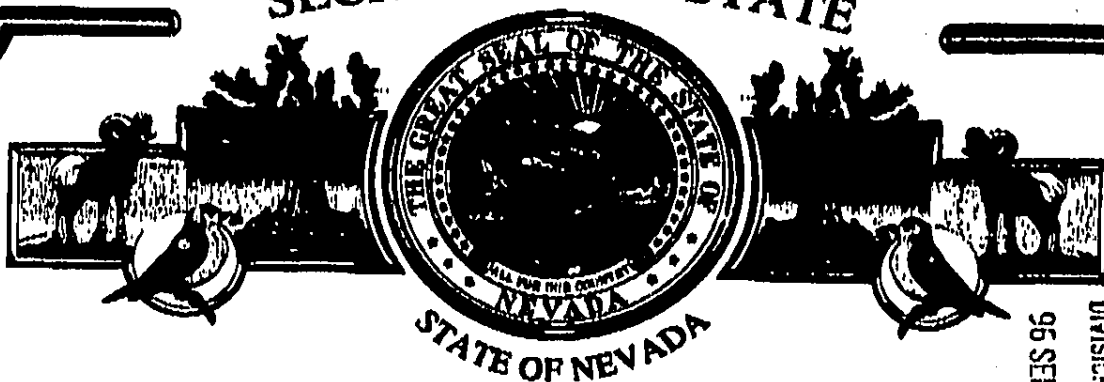
Daniel Stack, Secretary

(Name and capacity of person signing application)

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SECRETARY OF STATE



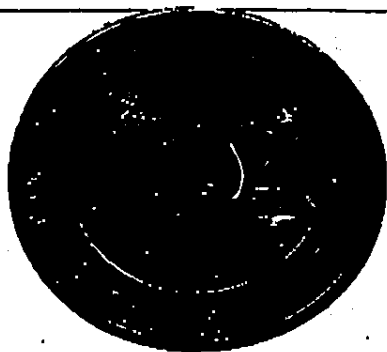
CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **WELLSPRING CONTINUUM CARE CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 16, 1988, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on September 9, 1996.



Dean Heller

Secretary of State

By

Samuel H. Johnson

Certification Clerk