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WHITTEN'S DIRECT DIAL NUMBER

December 6, 1996

Via Federal Express
192 9907 831

Secretary of State's Office
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

OKLAHOMA CITY, OKLAHOMA
(270) 295-4000
FAX (270) 295-4000

Re: HomeScript Pharmacy Services, Inc., a Delaware corporation
Application by Foreign Corporation for Authorization to Transact
Business in Florida

To Whom It May Concern:

I am enclosing two executed originals and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida we wish to file with your office on behalf of our client, HomeScript Pharmacy Services, Inc. Also enclosed is a check in the amount of \$70.00 to cover the filing fees.

We would appreciate receiving a file-stamped copy of the Application upon filing with your office.

If you have any questions, please call the undersigned.

Sincerely,

Kim D. Akers

Kim D. Akers
Legal Assistant

/kda
Enclosures

96 DEC -9 AM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-10

**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. HomeScript Pharmacy Services, Inc.
(Name of Corporation)
2. Delaware
(State or country under the law of which it is incorporated)
3. 75-2674921
(FEI number, if applicable)
4. September 26, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. The Corporation does not proposed to maintain an office in the state of Florida.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156 P.S.))
7. Current mailing address:
4605 Jacksboro Highway
Wichita Falls, Texas 76302
8. Purpose(s) of corporation authorized in home state or country to be carried out in the
state of Florida:

The Corporation's purpose shall consist of doing all things and performing
all acts permitted a general corporation under the Corporation Act and
proposes to engage in providing pharmaceutical services for retirement
communities that offer independent living, assisted living or special care
living facilities.

9. Name and street address of Florida registered agent:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

96 DEC -9 AM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

See Exhibit A, attached hereto
(Registered Agent's signature) (Officer)

(Type Name and Title of Officer)

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. (See attached Certificate issued by the Delaware Secretary of State.)

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

A. DIRECTORS:

Director: John F. Taylor
4605 Jacksboro Highway
Wichita Falls, Texas 76302

Director: Jerry Pyle
4605 Jacksboro Highway
Wichita Falls, Texas 76302

Director: Michael B. Freedman
184 Shuman Blvd., #200
Naperville, IL 60563

B. OFFICERS:

Chief Executive
Officer, President: Jerry Pyle
4605 Jacksboro Highway
Wichita Falls, Texas 76302

**Vice President
Secretary, Treasurer**

**John F. Taylor
4605 Jacksboro Highway
Wichita Falls, Texas 76302**

Vice President:

**Michael B. Freedman
184 Shuman Blvd., #200
Naperville, IL 60563**

13. **Signature of Vice President:**
14. **Typed or printed name and capacity
of person signing application**


John F. Taylor, Vice President

Exhibit A 1

ACCEPTANCE OF APPOINTMENT

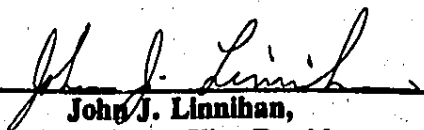
RE: HOMESCRIP PHARMACY SERVICES, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: November 18, 1996

C T CORPORATION SYSTEM

By



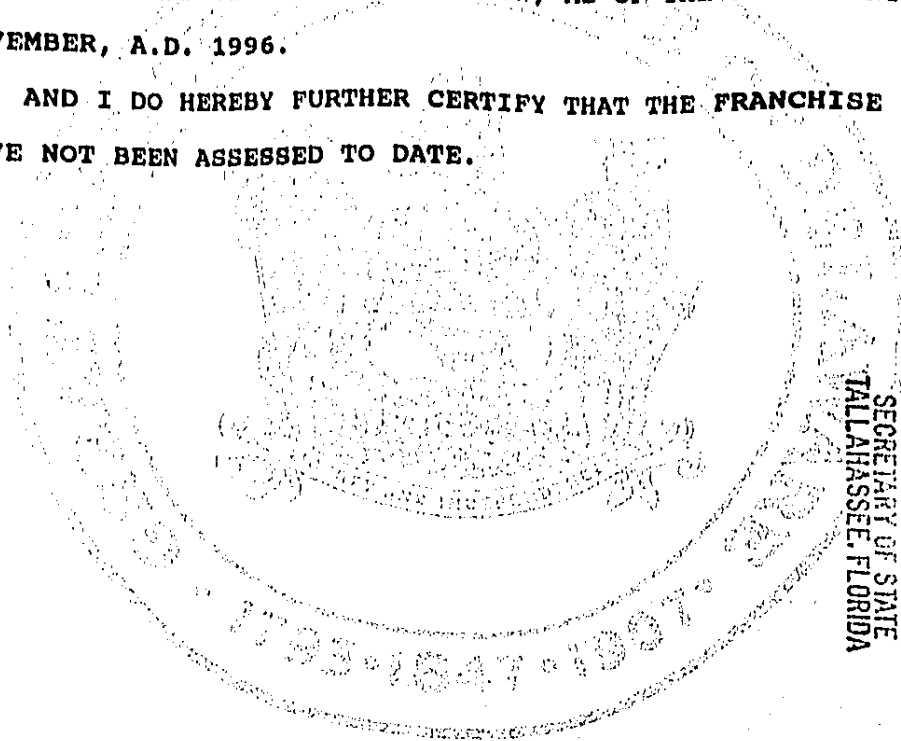
**John J. Linnihan,
Assistant Vice President**

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 "HOMESCRIP PHARMACY SERVICES, 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 1996.

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



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96DEC-9 AM11:01

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8195522

11-18-96