

F96000006831

THE UNITED STATES
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 201191 4330734

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : December 24, 1996

ORDER TIME : 9:36 AM

ORDER NO. : 201191-105

CUSTOMER NO: 4330734

CUSTOMER: Rhonda B. Palumbo, Legal Asst
Renal Treatment Centers, Inc.
1180 W. Swedesford Rd - Bldg.
Suite 300
Berwyn, PA 19312

3000002039548--7

FOREIGN FILINGS

NAME: RENAL TREATMENT CENTERS -
TEXAS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

FILED
96 DEC 27 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 27 AM 10:51
DIVISION OF CORPORATION

12/27

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Renal Treatment Centers - Texas, 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 3. 23-2791135
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 1994 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1180 W. Swedesford Road, Bldg. 2, Suite 300
Berwyn, PA 19312
(Current mailing address)
8. To engage in any lawful or activity for which Corporation may be
organized under the General Corporation Law of the State 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: Corporate Service Company
Office Address: 1201 Hays Street
Tallahesse, Florida, 32301
(Zip Code)

FILED
96 DEC 27 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: [Signature]
(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.

B. **OFFICERS**
Assistant Secretary:

Ronald H. Rodgers
1180 W. Swedesford Road
Berwyn, PA 19312

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

A. DIRECTORS

Chairman: Robert L. Mayer, Jr.

Address: 1180 W. Swedesford Rd.
Berwyn, PA 19312

Vice Chairman: Frederick C. Jansen

Address: 1180 W. Swedesford Rd.
Berwyn, PA 19312

Director: Barbara Bednar

Address: 1180 W. Swedesford Rd.
Berwyn, PA 19312

Director: _____

Address: _____

B. OFFICERS

President: Robert L. Mayer, Jr.

Address: 1180 W. Swedesford Rd.
Berwyn, PA 19312

Vice President: Barbara Bednar

Address: 1180 W. Swedesford Rd.
Berwyn, PA 19312

Vice President/Secretary: Thomas J. Karl

Address: 1180 W. Swedesford Rd.
Berwyn, PA 19312

Vice President and Treasurer: Frederick C. Jansen

Address: 1180 W. Swedesford Rd.
Berwyn, PA 19312

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

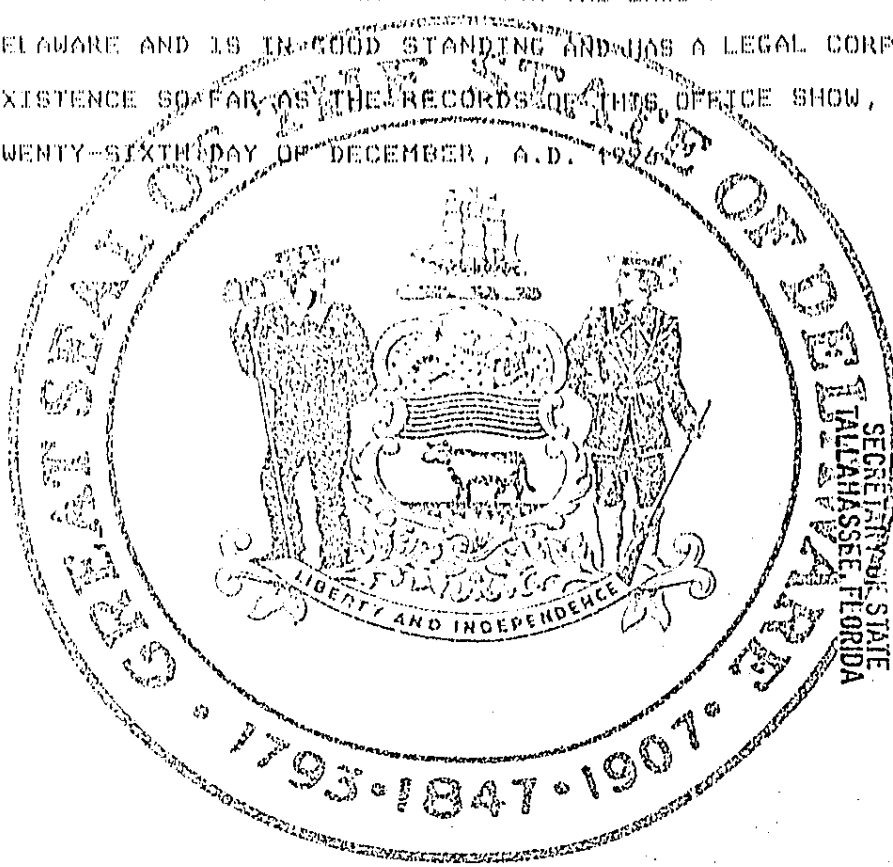
13. Barbara Bednar
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Barbara Bednar Vice 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 "RENAL TREATMENT CENTERS - TEXAS,
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
TWENTY-SIXTH DAY OF DECEMBER, A.D. 1996



96 DEC 27 PM 1:58

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2459921 8300

960383760

AUTHENTICATION:

8260579

DATE:

12-26-96



THE UNITED STATES
CORPORATION
COMPANY

F96000006831

ACCOUNT NO. : 072100000032

REFERENCE : 223639 4330734

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
97 JAN 28 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 15, 1997

ORDER TIME : 11:03 AM

ORDER NO. : 223639-045

CUSTOMER NO: 4330734

8000002071598--S

CUSTOMER: Rhonda B. Palumbo, Legal Asst
Renal Treatment Centers, Inc.
1180 W. Swedesford Rd - Bldg.
Suite 300
Berwyn, PA 19312

FOREIGN FILINGS

NAME: RENAL TREATMENT CENTERS -
TEXAS, 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: Thelmon Washington

RECEIVED
97 JAN 28 PM 2:09
DIVISION OF CORPORATION

Thelmon Washington
1/31/97
DC



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1997

CSC - THELSON WASHINGTON

TALLAHASSEE, FL

SUBJECT: RENAL TREATMENT CENTERS - TEXAS, INC.
Ref. Number: F96000006831

RESUBMIT
Please give original
submission date as file date.

We have received your document for RENAL TREATMENT CENTERS - TEXAS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please complete the #3 and #4 of the application with the following information. #3 should be 12/27/96 and #4 should be 12/30/96.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 897A00004568

RECEIVED
96 JAN 31 AM 11:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PROFIT CORPORATION

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

(Pursuant to s. 807.1804, F.S.)

SECTION I

(1-3 must be completed)

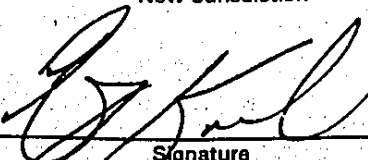
1. Renal Treatment Centers - Texas, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under the laws of
3. 12/27/96
Date authorized to do business in Florida

FILED
97 JAN 28 PM 3:38
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? 12-30-96 Effective 12-31-96
5. Renal Treatment Centers - Southeast, 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.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction



Signature

Thomas J. Karl

Typed or printed name

1/14/97

Date

Vice President/Secretary

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 THE CERTIFICATE OF MERGER, WHICH MERGES:

"RENAL TREATMENT CENTERS - FLORIDA, INC.", A DELAWARE CORPORATION

"RENAL TREATMENT CENTERS-NEW ORLEANS, INC.", A DELAWARE CORPORATION,

"RENAL TREATMENT CENTERS-ALABAMA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RENAL TREATMENT CENTERS - TEXAS, INC." UNDER THE NAME OF "RENAL TREATMENT CENTERS, SOUTHEAST, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, 1996, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE



Edward J. Freel

Edward J. Freel, Secretary of State

2459921 8330

971031470

AUTHENTICATION:

8308766

DATE:

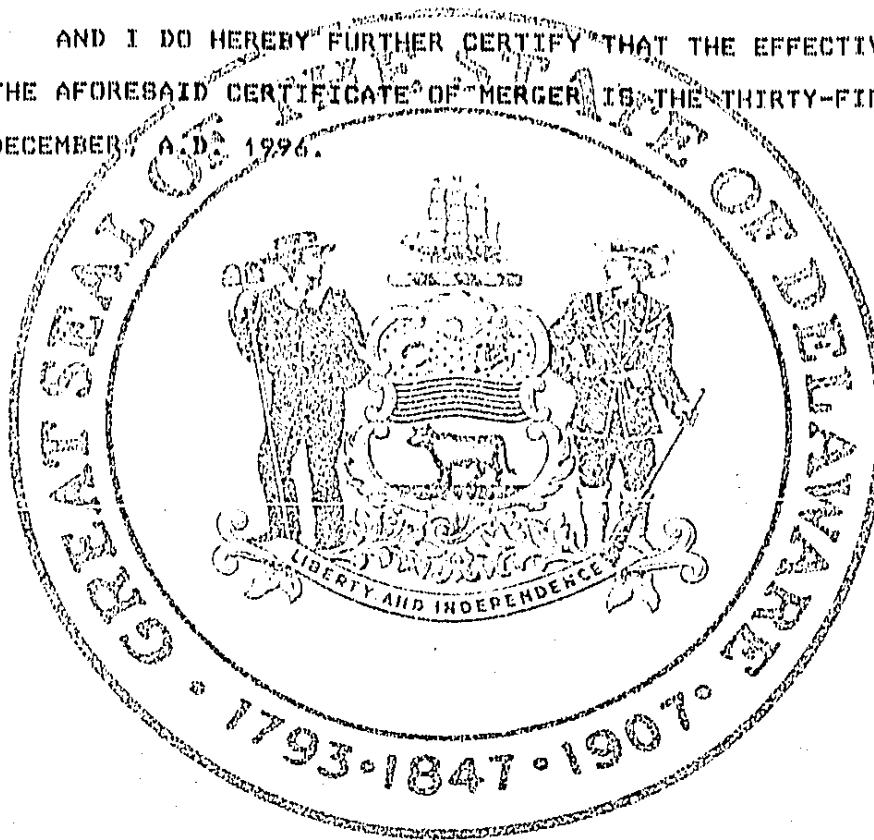
01-30-97

State of Delaware
Office of the Secretary of State

PAGE 2

EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1996.



Edward J. Freel

Edward J. Freel, Secretary of State

2459921 8330

AUTHENTICATION:

8308766

971031470

DATE:

01-30-97