



THE UNITED STATES
CORPORATION
COMPANY

F970000005856

ACCOUNT NO. : 072100000032

REFERENCE : 586932 12000A

AUTHORIZATION

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : November 3, 1997

ORDER TIME : 9:51 AM

ORDER NO. : 586932-010

CUSTOMER NO: 12000A

000002338530--5

CUSTOMER: Renee Ann Winslow, Legal Asst
Shapiro & Adams, P.A.
Suite 272
2401 Pga Boulevard
Palm Beach Gard, FL 33410

FOREIGN FILINGS

NAME: HEALTHCARE ACQUISITION, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

8/11/97
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -5 PM12:16

RECEIVED
97 NOV -5 AM 10:46
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32309

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. HEALTHCARE ACQUISITION, 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. _____
(FEI number, if applicable)
4. August 19, 1997
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 31, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2401 PGA Boulevard, Suite 146
Palm Beach Gardens, FL 33410
(Current mailing address)
8. operation and management of healthcare facilities
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, FL, 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)
Gail Shelby, as agent

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: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: ELIZABETH M. FAGO

Address: 2401 PGA Boulevard, Suite 146

Palm Beach Gardens, FL 33410

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: ELIZABETH M. FAGO

Address: 2401 PGA Boulevard, Suite 146

Palm Beach Gardens, FL 33410

Vice President: _____

Address: _____

Secretary: Paul Walczak

Address: 2401 PGA Boulevard, Suite 146

Palm Beach Gardens, FL 33410

Treasurer: Jeanine Stewart

Address: 2401 PGA Boulevard, Suite 146

Palm Beach Gardens, FL 33410

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. ELIZABETH M. FAGO

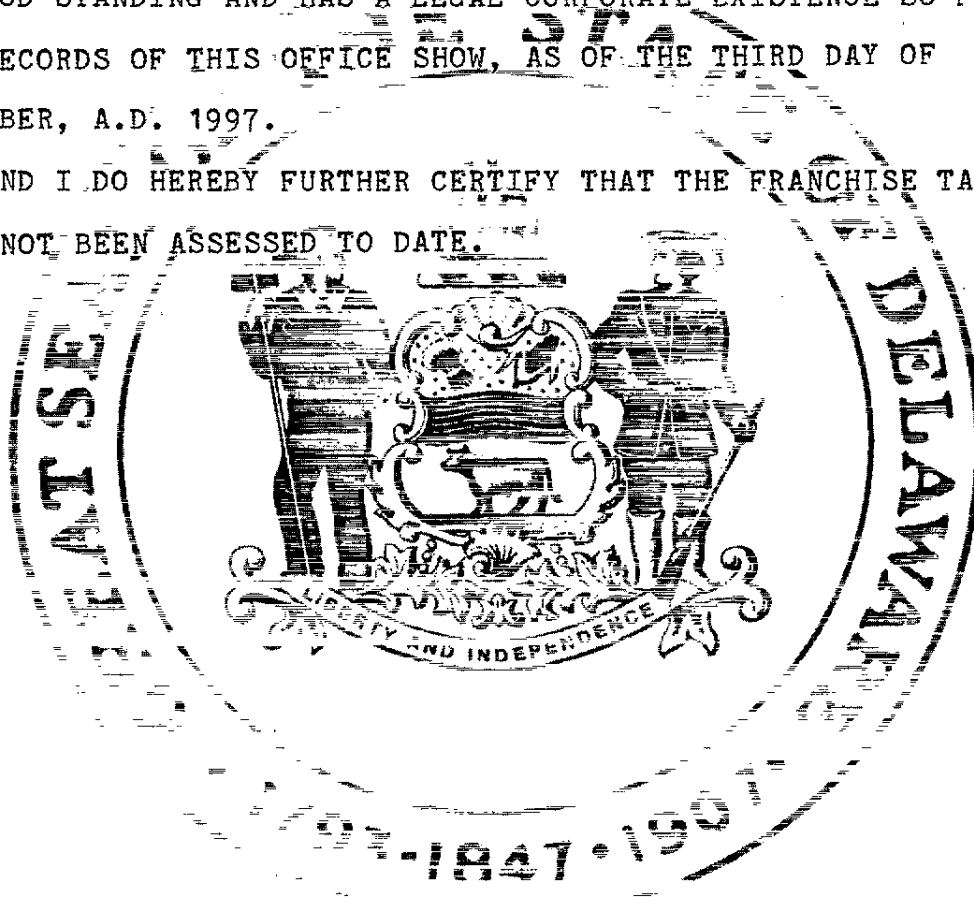
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
0710V-5 (R) 12-16

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHCARE ACQUISITION, 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 THIRD DAY OF NOVEMBER, A.D. 1997.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV -5 PM 12:16



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8736384

DATE: 11-03-97