

F97000006262

CT CORPORATION SYSTEM

30600 Telegraph Road
Bingham Farms, MI 48025
Tel. 248 646 9033
Fax 248 646 9034

November 18, 1997

900002357109--5
-11/25/97--01082--001
*****70.00 *****70.00

RE: * MCA MORTGAGE CORPORATION

We enclose for filing on behalf of the above corporation documents identified below:

<input type="checkbox"/> Incorporation	<input checked="" type="checkbox"/> Qualification	<input type="checkbox"/> Withdrawal
<input type="checkbox"/> Amendment:	<input type="checkbox"/> Merger:	<input type="checkbox"/> Change of Agent/Office:
<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic
<input type="checkbox"/> Foreign	<input type="checkbox"/> Foreign	<input type="checkbox"/> Foreign
<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other:	
<input type="checkbox"/> Statement of Intent		
<input type="checkbox"/> Certificate of Dissolution		

Check in payment of the required fee is enclosed. Kindly return evidence of the filing to the undersigned. If there are any problems, please call us at the following number: (810) 646-9033.

Very truly yours,



Michael R. Dalida
Customer Specialist

Enc.

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

* Superior Consultant
Holdings Corporation
is attached. go

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DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Superior Consultant Holdings Corporation
(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. 38-3306717
(FEI number, if applicable)
4. 8/14/96
(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, S.
7. 4000 Town Center, Suite 1100
Southfield, MI 48075
(Current mailing address)
8. Healthcare Information & Management Consulting
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

Marc Gillis

(Registered agent's signature) (Officer)

MARC GILLIS - ASST VP

(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.

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

A. DIRECTORS *See Attached*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS *See Attached*

President: _____

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. Susan M. Synor
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Susan Synor, Secretary
(Typed or printed name and capacity of person signing application)

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ATTACHMENT

Officers:

Richard D. Helppie, Jr.	President	4000 Town Center, Suite 1100 Southfield, MI 48075
James T. House	Treasurer, Vice President, Chief Financial Officer and Assistant Secretary	same as above
Susan M. Synor	Vice President, Secretary and Chief Administrative Officer	same as above
Richard Saslow	Vice President and General Counsel	same as above
Douglas W. Ruth	Senior Vice President	4000 Town Center, Suite 800 Southfield, MI 48075
Barbara Cunningham	Vice President	4000 Town Center, Suite 1100 Southfield, MI 48075
Joel French	Vice President	same as above

Directors:

Bernard Lachner	8132 E. Conquistadores Scottsdale, AZ 85255
Douglas Peters	259 Radnor-Chester Road, Suite 290 Radnor, PA 19087-5288
Reginald Ballantyne, III	1201 S. 7 th Ave. P.O. Box 21207 Phoenix, AZ 85036
Richard Saslow	4000 Town Center, Suite 1100 Southfield, MI 48075
Richard Helppie, Jr.	same as above

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John L. Silverman

4872 Reservoir Road NW
Washington, DC 20007

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUPERIOR CONSULTANT HOLDINGS CORPORATION" 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. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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11-18-97

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