

MARVIN W. BINGHAM, JR., P.A.

ATTORNEY AT LAW

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-12/31/97-01066-004
*****70.00 *****70.00

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

300002387483--4
-12/31/97-01066-007
*****70.00 *****70.00

SUBJECT: Southcare Nursing Center, Inc.

DATE: December 29, 1997

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificated of Existence", and \$ 70.00 check are submitted to register the above-referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Marvin W. Bingham, Jr., PA
P.O. Box 1930
Alachua, Florida 32616

Should you need to call someone concerning this matter, please call:

Marvin W. Bingham, Jr. at 904/462-5120

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DIVISION OF CORPORATIONS

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO 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. Name of Corporation: Southcare Nursing Center, Inc.
2. State of incorporation: Pennsylvania 3. FEI Number: 23-2047624
4. Date of Incorporation: January 31, 1978 5. Duration: perpetual
6. Date to first transact business in Florida: January 1, 1998
7. Current mailing address: In Town Retirement Club
P.O. Box 967
Glenside, PA 19038

8. Purpose of corporation authorized in home state or country to be carried out in Florida:

Home healthcare industry; retirement community. To engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law of 1933 as amended.

9. Name and Street Address of Florida registered agent:

Marvin W. Bingham, Jr.
14811 NW 140th Street
Alachua, FL 32616

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.


Marvin W. Bingham, Jr.

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.

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Application for Authorization to Conduct Affairs in Florida
Southcare Nursing Center, Inc.

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

PRESIDENT: David Dobson
115 West Avenue, Suite 104
Jenkintown, PA 19038

SECRETARY/: Ethel Dobson
TREASURER 115 West Avenue, Suite 104
Jenkintown, PA 19038

13. Signature of President:



14. Typed or printed name of signature in paragraph 13:

David Dobson

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

DECEMBER 12, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

SOUTHCARE NURSING CENTER, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth

NROB

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