

F97000006951

MARVIN W. WINGHAM, JR., P.A.
ATTORNEY AT LAW

TRANSMITTAL LETTER

TO: Freta Lott/Qualification Division
Division of Corporations
P.O. Box 632
Tallahassee, Florida 32314

100002468741--9
-03/26/98--01023--002
*****35.00 *****35.00

SUBJECT: Southcare Nursing Center, Inc.; Florida Registration No.: F97000006951

DATE: March 23, 1998

ff 3/26

Following our several phone conversations relating to the above foreign not for profit corporation, you will find enclosed the following documents:

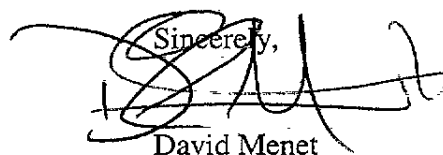
- Application By Foreign Not For Profit Corporation For Authorization To Conduct Its Affairs In Florida together with a \$35.00 check to cover the cost of amending the corporation's status, and
- 1998 Annual Report for the above non for profit corporation together with a check for \$61.25 to cover the corporation's 1998 annual fee.

As you will recall, when originally applying with the Division of Corporations for this corporation's authorization to conduct its affairs in Florida, I inadvertently used an erroneous Florida Bar form - supplied in a Not For Profit Corporations handbook - which registered the corporation as a *for profit* corporation. The corporation, however, is registered as a not for profit corporation in its parent state and fully intended to register as a foreign not for profit corporation here in Florida. I would request that you cause the Division's record of this corporation to reflect the corporation's intention and subsequent error.

Accordingly, with the enclosed application and check to cover the fee for same, please amend Southcare Nursing Center Inc.'s status from a *for profit* to a *not for profit* corporation.

Regarding such amendment, I have enclosed also the corporation's annual report for this year. You will note that, following your suggestion, I changed the Division's annual report form which it supplied to the corporation to now read "*Not For Profit Corporation Annual Report 1998.*"

I appreciate all of your assistance in this matter. If you have questions, please contact me.

Sincerely,

David Menet

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

In compliance with section 617.1503, Florida Statutes, the following is submitted to register a foreign not for profit corporation for authorization to conduct its affairs 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 first transacted business in Florida: December 31, 1997
(Date first transacted business in Florida. SEE SECTIONS 617.1501, 617.1502 and 817.155 F.S.)

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:

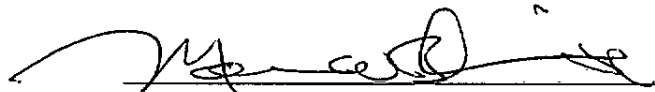
Home healthcare industry; retirement community. To engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law of 1933 as amended.

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.

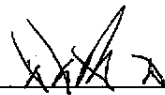
11. On file with the Division of Corporations is a certificate of existence which was duly authenticated not more than 90 days prior to its delivery to the Department of State by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA