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ACCOUNT NO. : 072100000032

REFERENCE : 693186 5020685

AUTHORIZATION : Patricia Pizot

COST LIMIT : \$ 70.00

ORDER DATE : February 3, 1998

ORDER TIME : 9:53 AM

ORDER NO. : 693186-010

CUSTOMER NO: 5020685

400002421074--8

CUSTOMER: Ms. Mary A. Parnick
Sun Healthcare Group
101 Sun Lane, N.e.

Albuquerque, NM 87109

FOREIGN FILINGS

NAME: SUNALLIANCE HEALTHCARE
SERVICES, 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: Deborah Schroder

FILED
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DIVISION OF CORPORATIONS
98 FEB -4 AM 11:52
98 FEB -4 AM 11:36
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DIVISION OF CORPORATION

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**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. SunAlliance Healthcare Services, 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. 74-2843588
(FEI number, if applicable)
4. June 11, 1997
(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 817.155, F.S.))
7. 101 Sun Lane NE
Albuquerque, NM 87109
(Current mailing address)
8. Transaction of all lawful business.
(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)

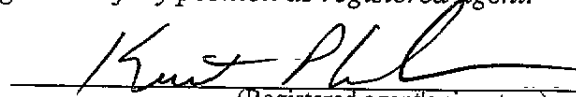
Name: Corporation Service Company

Office Address: 1201 Hayes Street

Tallahassee, , 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.


(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.

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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: See attached rider.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached rider.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Michael T. Berg, Assistant Secretary
(Typed or printed name and capacity of person signing application)

SUNALLIANCE HEALTHCARE SERVICES, INC.

Officers:

Peter Steenblock
101 Sun Avenue N.E.
Albuquerque, NM 87109

President & CEO

Robert A. Levin
101 Sun Avenue N.E.
Albuquerque, NM 87109

Chairman of the Board & Senior Vice
President

Robert D. Woltil
101 Sun Avenue N.E.
Albuquerque, NM 87109

Senior Vice President & CFO

William C. Warrick
101 Sun Avenue N.E.
Albuquerque, NM 87109

Vice President & Controller

Warren H. McInteer
101 Sun Avenue N.E.
Albuquerque, NM 87109

Vice President & Treasurer

D. Craig Hayes
101 Sun Avenue N.E.
Albuquerque, NM 87109

Assistant Treasurer

Nikki J. Mann
101 Sun Avenue N.E.
Albuquerque, NM 87109

Secretary

Michael T. Berg
101 Sun Avenue N.E.
Albuquerque, NM 87109

Assistant Secretary

Directors:

Robert A. Levin
101 Sun Avenue N.E.
Albuquerque, NM 87109

Robert D. Woltil
101 Sun Avenue N.E.
Albuquerque, NM 87109

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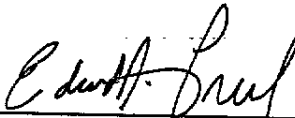
State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNALLIANCE HEALTHCARE SERVICES, 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-SECOND DAY OF JANUARY, A.D. 1998.

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

8879984

DATE:

01-22-98