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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Homecare Providers Group, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and 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:

Christopher S. Wendland
(Name of Person)
Clark, Butler, Walsh & Hamann
(Firm/Company)
10 West 4th Street, P.O. Box 596
(Address)
Waterloo, Iowa 50704
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

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Christopher S. Wendland at (319) 234-5701
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 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. Homecare Providers Group, 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. Iowa 3. 42-1468396
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/3/97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12/30/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1111 W. San Marnan Drive, P.O. Box 2817, Waterloo, Iowa 50704
(Current mailing address)

8. Any lawful purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: James Schaefer

Office Address: 3270 Suntree Blvd, Ste. 205-A

Melbourne, Florida, 32940
(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.

James C. Schaefer
(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: Van G. Miller

Address: 1111 West San Marnan Drive
Waterloo, Iowa 50701

Vice Chairman: None

Address: _____

Director: James E. Walsh, Jr.

Address: 10 W. Fourth Street
Waterloo, Iowa 50701

Director: John G. Deery, Jr.

Address: 6823 University Avenue
Cedar Falls, Iowa 50613

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

President: Sheldon Prial

Address: 3270 Suntree Blvd, Ste. 205-A
Melbourne, Florida 32940

Vice President: James Schaefer

Address: 3270 Suntree Blvd, Ste. 205-A
Melbourne, Florida 32940

Secretary: James E. Walsh, Jr.

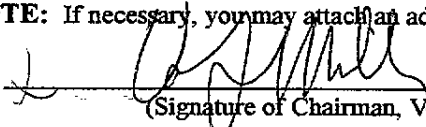
Address: 10 W. Fourth Street
Waterloo, Iowa 50701

Treasurer: Lyndon Thompson

Address: 1111 West San Marnan Drive
Waterloo, Iowa 50701

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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. Van G. Miller, CEO
(Typed or printed name and capacity of person signing application)

B.. OFFICERS

Chief Executive Officer: Van G. Miller

1111 West San Marnan Drive

Waterloo, Iowa 50701

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Date: 01/09/1998

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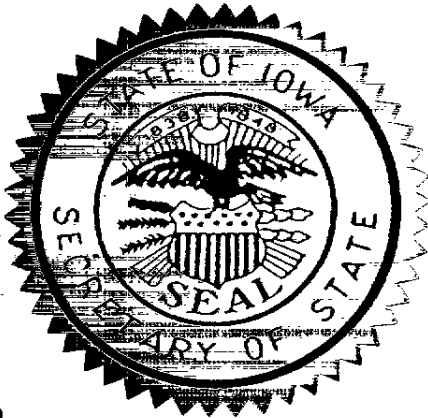
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CLARK BUTLER WALSH & HAMANN
ATTN: CHRIS WENDLAND
PO BOX 596
WATERLOO, IA 50704

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CERTIFICATE OF EXISTENCE

Name: HOMECARE PROVIDERS GROUP, INC.
Begin date: 19971203
Expiration: PERPETUAL

I, PAUL D. PATE, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa business corporation act have been paid by the corporation, that the most recent annual corporate report has been filed by the secretary of state, and that articles of dissolution have not been filed.



A handwritten signature in cursive script that reads "Paul D. Pate".

SECRETARY OF STATE

