

F 98000001506

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: ComCare USA, 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:

Nita Anderson, Paralegal  
(Name of Person)  
Wickens, Herzer & Panza, A Legal Professional Association  
(Firm/Company)  
1144 West Erie Avenue, P.O. Box 840  
(Address)  
Lorain, OH 44052-0840  
(City/State/Zip)

was-5469

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-03/11/98--01076--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Nita Anderson at ( 440 ) 245-5268 Ext. 3214  
(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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 17 AM 11:59  
WZ/17



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 11, 1998

NITA ANDERSON, PARALEGAL  
WICKENS, HERZER & PANZA, PA  
1144 WEST ERIE AVENUE, P.O. BOX 840  
LORAIN, OH 44052-0840

SUBJECT: COMCARE USA, INC.  
Ref. Number: W98000005469

We have received your document for COMCARE USA, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 698A00013329

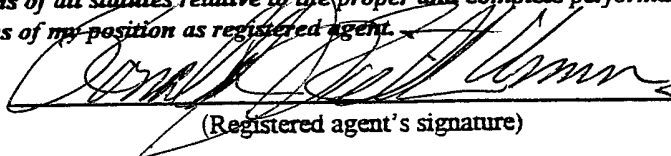
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. ComCare USA, 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. Ohio 3. 34-1851677  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/16/97 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. The effective date of this Application.  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 820 Superior Avenue, N.W., Suite 350  
Cleveland, OH 44113-1800  
(Current mailing address)
8. Administrative services consulting  
(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: Mr. Ronald Rieth
- Office Address: 951 S.E. Central Parkway  
Stuart, Florida, 34994  
(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: Ronald J. Rieth

Address: 951 S.E. Central Parkway, Stuart, FL 34994

Vice Chairman:

Address:

Director: Mr. Gerard N. Altieri Ronald J. Rieth

Address: 820 Superior Ave., N.W. Suite 530 951 S.E. Central Parkway

Cleveland, OH 44113

Stuart, FL 34994

Director: Mark P. Altieri Michael T. Christie

Address: 1144 West Erie Ave. 820 Superior Ave. P.O. Box 840 Suite 530

Lorain, OH 44052-0840

Cleveland, OH 44113

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

President: Gerard N. Altieri Assistant Secretary: Mark P. Altieri

Address: 820 Superior Ave., N.W. Suite 530 1144 West Erie Ave., P.O. Box 840

Cleveland, OH 44113

Lorain, OH 44052-0840

Vice President: Ronald J. Rieth and Chairman:

Address: 951 S.E. Central Parkway

Stuart, FL 34994

Secretary: Michael T. Christie

Address: 820 Superior Ave., N.W. Suite 530

Cleveland, OH 44113

Treasurer: Gerard N. Altieri

Address: 820 Superior Ave., N.W. Suite 530

Cleveland, OH 44113

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

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

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

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DIVISION OF CORPORATIONS  
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UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

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*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show COMCARE, INC., an Ohio corporation, Charter No. 994392, having its principal location in Cleveland, County of Cuyahoga, was incorporated on October 16, 1997 and is currently in **GOOD STANDING** upon the records of this office.*

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WITNESS my hand and official  
seal at Columbus, Ohio this  
23rd day of February, A.D. 1998

*Bob Taft*

Bob Taft  
Secretary of State