

F 9800000155/

CT CORPORATION SYSTEM

906 Olive Street
St. Louis, MO 63101
Tel. 314 231 8380
Fax 314 231 6454

March 13, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002460905--4
-03/18/98-01076-001
*****70.00 *****70.00


RE: HCM, INC. (MS DOM)
d/b/a LONG TERM CARE AFFILIATES, INC.

We enclosed for filing qualification under a fictitious name due to conflict on behalf of the above entity, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify the undersigned of the details by call our toll-free number 1-800-325-2671.

Very truly yours,


Willmetta Zaricor
Customer Specialist

Enc.

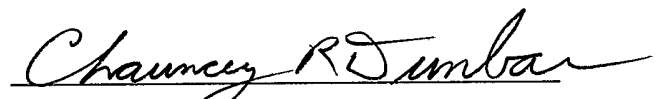
2R 3/18
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 3:09

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Chauncey R. Dunbar, do hereby certify that this Resolution of the Board of Directors of HCM, INC., a corporation duly organized and existing under the laws of the State of Mississippi, was duly adopted on April 27, 1988.

Resolved, that HCM, INC. organized and existing in the state of Mississippi, hereby adopts the name Long Term Care Affiliates, Inc. for use in Florida.

Dated:


Chauncey R. Dunbar, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 3:09

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. HCM, 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. Mississippi

(State or country under the law of which it is incorporated)

3. 64-0758574

(FEI number, if applicable)

4. April 27, 1988

(Date of incorporation)

5. 2087

(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 817.156, F.S.))

7. 460 Briarwood Drive, Ste 410, Jackson, Mississippi 39211

(Current mailing address)

8. Healthcare management

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

J L Miles, Assistant Secretary

(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 18 PM 3:09

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.

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

A. DIRECTORS

Chairman: Bobby R Arnold

Address: 460 Briarwood Drive, Ste 410
Jackson, Mississippi 39211

Vice Chairman: _____

Address: _____

Director: John L. Black

Address: 460 Briarwood Drive, Ste 410
Jackson, Mississippi 39211

Director: _____

Address: _____

B. OFFICERS

President: Bobby R Arnold

Address: 460 Briarwood Drive, Ste 410
Jackson, Mississippi 39211

Vice President: Mark Waldrop

Address: 460 Briarwood Drive, Ste 410
Jackson, Mississippi 39211

Secretary: Chauncey R Dunbar

Address: 460 Briarwood Drive, Ste 410
Jackson, Mississippi 39211

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 3:09

Treasurer: Chauncey R Dunbar

Address: 460 Briarwood Drive, Ste 410

Jackson, Mississippi 39211

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

13. Chauncey R Dunbar
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Chauncey R Dunbar, Vice President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 3:09

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 3:09

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on April 27, 1988 the state of Mississippi issued a Charter/Certificate of Authority to:

HCM, INC.

That the state of incorporation is MISSISSIPPI.

THAT THE PERIOD OF DURATION IS 99 YEARS.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
January 26, 1998

Eric Clark

ERIC CLARK,
Secretary of State