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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

600002467946-0  
-03/25/98-01050-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: JOANNE WILSON'S GERONTOLOGICAL NURSING VENTURES, P.A.  
(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:

Melissa L. White, Paralegal  
(Name of Person)  
Ober, Kaler, Grimes & Shriver  
(Firm/Company)  
120 East Baltimore Street  
(Address)  
Baltimore, MD 21202-1643  
(City/State/Zip)

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

Melissa L. White at ( 410 ) 685-1120 ext. 206  
(Name of Person) (Area Code & Daytime Telephone Number)

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COURIER ADDRESS:

Qualification/Tax Lien Sec.  
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

**OBER | KALER**  
A Professional Corporation

**Ober, Kaler, Grimes & Shriver**  
Attorneys at Law

**Offices In**  
Maryland  
Washington, D.C.  
Virginia

120 East Baltimore Street  
Baltimore, Maryland 21202-1643  
410-685-1120 FAX 410-547-0699

Thomas D. Washburne  
Lewis C. Strudwick  
Lawrence D. Hollman\*  
Jarvis Spencer Finney  
Manfred W. Leckszas  
George T. Tyler  
Stephen L. Parker  
Donald C. Greenman  
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Sanford V. Teplitzky  
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Pamela J. White  
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Anne K. Sharley  
Jillian Wilson  
Kenneth D. O'Reilly  
Jason C. Buckel  
Samuel P. Funk  
Abigail J. Kelman  
Sarah C. Richards

Counsel  
James L. Kaler  
J. Paul Bright, Jr.  
James R. Worsley, Jr.\*  
Carlyle C. Ring, Jr.\*  
Edwin G. Davila-Blaise

\*bar other than Maryland

March 24, 1998

**VIA FEDERAL EXPRESS**

Qualification/Tax Lien Sec.  
Florida Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Application for Foreign Corporation for  
**Joanne Wilson's Gerontological Nursing Ventures, P.A.**

Dear Sir/Madam:

Enclosed is the above-referenced application, our check in the amount of \$70 to cover the fee of filing same, and a Certificate of Good Standing from Maryland.

We would appreciate it if you could file this application on an expedited basis, and return the acknowledgment and/or certificate to my attention in the self-addressed Federal Express return envelope.

Should you have any questions, please call me at 410-685-1120, ext. 1966...

Sincerely,



Melissa L. White  
Paralegal

Enclosures

# 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. JOANNE WILSON'S GERONTOLOGICAL NURSING VENTURES, P.A.  
(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. Maryland  
(State or country under the law of which it is incorporated)

3. 52-1627193  
(FEI number, if applicable)

4. April 26, 1986  
(Date of Incorporation)

5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")

6. upon authorization  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 3026 Old Channel Road  
Laurel, MD 20724  
(Current mailing address)

8. Educational and survey consulting services in field of gerontological nursing and to engage in any other lawful purpose and/or business within the limits of  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida law.  
Florida)

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


Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, Florida, 33324  
(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) AD Hamilton, Asst. Secy

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: Close Corporation with NO BOARD OF DIRECTORS

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Joanne C. Wilson

Address: 3026 Old Channel Road

Laurel, MD 20724

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

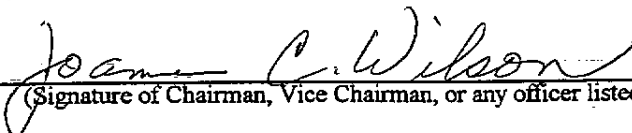
Secretary: Joanne C. Wilson

Address: same

Treasurer: Joanne C. Wilson

Address: same

**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. Joanne C. Wilson  
(Typed or printed name and capacity of person signing application)

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# STATE OF MARYLAND

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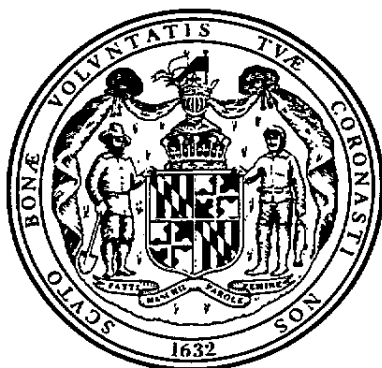
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BRENDA A. WALKER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT JOANNE WILSON'S GERONTOLOGICAL NURSING VENTURES, P.A. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS, 19TH DAY OF MARCH, 1998.

*Brenda A. Walker*  
BRENDA A. WALKER  
ADMIN SPECIALIST II