



THE UNITED STATES
CORPORATION
COMPANY

F98000002462

ACCOUNT NO. : 072100000032

REFERENCE : 798360 7112202

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : April 28, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 798360-020

CUSTOMER NO: 7112202

CUSTOMER: Lorie Taylor, Legal Asst
Balanced Care Corporation
Suite 200
5021 Louise Drive
Mechanicsburg, PA 17055

000002506620--0

FOREIGN FILINGS

NAME: BALANCED CARE AT ELFERS, 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: Christopher Smith

RECEIVED
98 APR 30 AM 11:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FILED
98 APR 30 PM 1:01
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9/4/30

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Balanced Care at Elfers, 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. 25-1808383

(FEI number, if applicable)

4. April 6, 1998

(Date of Incorporation)

5. Perpetual

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

6. Anticipate July 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5021 Louise Drive, Suite 200

Mechanicsburg, PA 17055

(Current mailing address)

8. to own, operate, and manage adult congregate living facility

(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 Hays 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.

Corporation Service Company

By: Carol K. Doherty

(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.

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: Brad E. Hollinger- Sole Director

Address: 5021 Louise Drive, Ste 200, Mechanicsburg, PA 17055

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 1:02

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

President: Stephen G. Marcus

Address of all officers: 5021 Louise Drive, Ste 200, Mechanicsburg PA 17055

Vice President: Brian L. Barth

Vice President: Russell A. DiGillo

Vice President
and Assistant Secretary: Robert J. Sutton

Secretary: Robin L. Barber

Assistant Secretary: Karen N. Connelly

Treasurer: Mark S. Moore

Address: _____

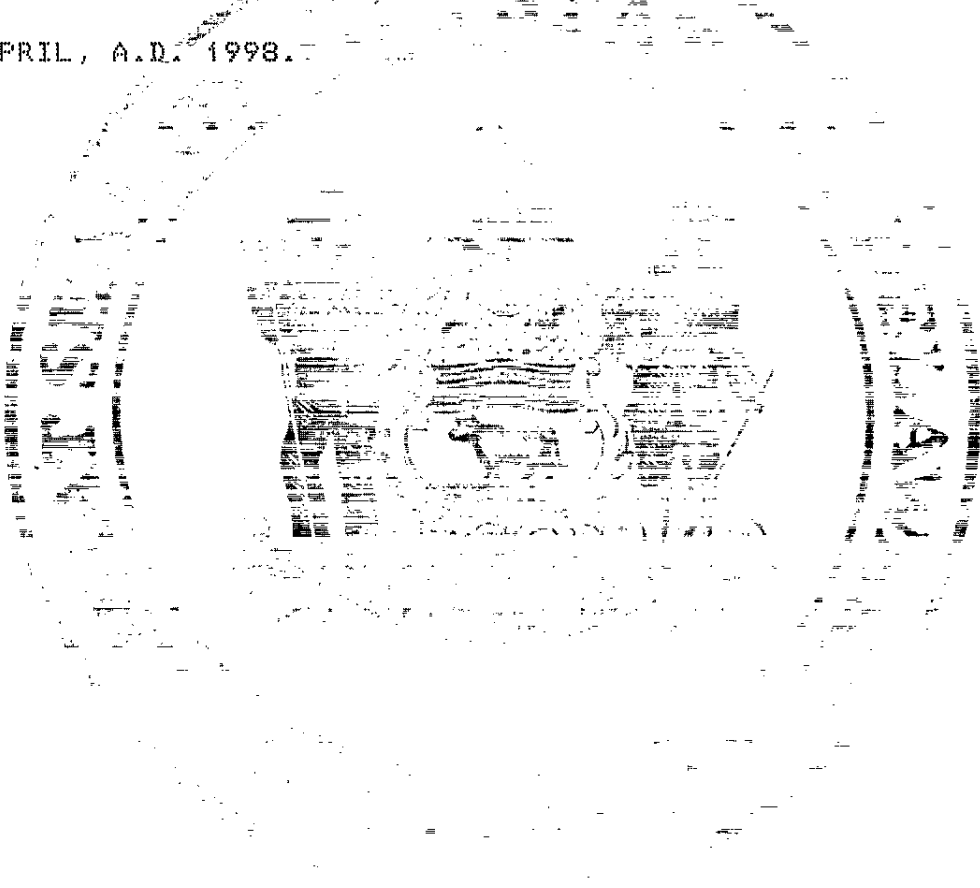
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robin L. Barber
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Robin L. Barber, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALANCED CARE AT ELPERS, 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-NINTH DAY OF APRIL, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 1:02



Edward J. Freel

Edward J. Freel, Secretary of State

2880794 8300

981163775

9052999

AUTHENTICATION:

DATE:

04-29-98