



THE UNITED STATES
CORPORATION
COMPANY

F98000002463

ACCOUNT NO. : 072100000032

REFERENCE : 798360 7112202

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 1:07

94/30

ORDER DATE : April 28, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 798360-045

CUSTOMER NO: 7112202

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

900002506619--3

FOREIGN FILINGS

NAME: BALANCED CARE AT TITUSVILLE,
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
TALLAHASSEE, FL 32304

**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. Balanced Care at Titusville, 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. 25-180428

(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. 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: Cecil K. Adair

(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: _____

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

President: Stephen G. Marcus

Address: _____

Vice President: Brian L. Barth

Vice President: Russell A. DiGilio

Address: _____

Vice President & Assistant Secretary: Robert J. Sutton

Secretary: Robin L. Barber

Address: _____

Assistant Secretary: Karen N. Connelly

Treasurer: Mark S. Moore

Address: 5021 Louise Drive, Suite 200

of all officers: Mechanicsburg, PA 17055

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

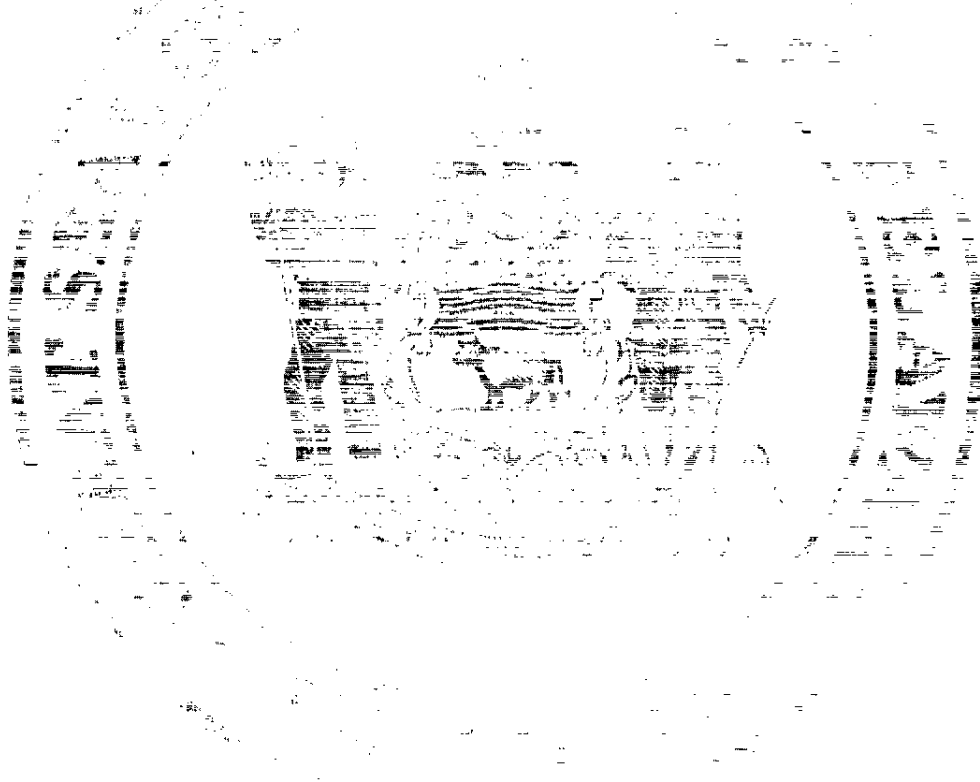
13. Robin L. Barber
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 4:07

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 TITUSVILLE, 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 1:07



Edward J. Freel

Edward J. Freel, Secretary of State

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9053012

AUTHENTICATION:

DATE:

04-29-98