

F98000002962

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Geri-Care Assisted Living & Rehabilitative Center, 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:

Joe C. Cassady, Jr.
(Name of Person)
Cassady, Fuller & Marsh, LLP
(Firm/Company)
Post Office Box 310910
(Address)
Enterprise, Alabama 36330
(City/State/Zip)

W98-5210

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98 MAY 26 PM 2:16
8/5/26

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

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-03/09/98--01061--005
****157.50 *****78.75

Joe C. Cassady, Jr. at (334) 347-2626
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 9, 1998

JOE C. CASSADY, JR.
CASSADY, FULLER & MARSH, LLP
PO BOX 310910
ENTERPRISE, AL 36330

SUBJECT: GERI-CARE ASSISTED LIVING & REHABILITATIVE CENTER, INC.
Ref. Number: W98000005210

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We have received your document for GERI-CARE ASSISTED LIVING & REHABILITATIVE CENTER, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

You have submitted a name reservation certificate. What we require for our filing purposes is a certificate of existence or good standing.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 898A00012718

CASSADY, FULLER & MARSH, LLP

ATTORNEYS AT LAW
203 E. LEE AVENUE
P. O. DRAWER 310910
ENTERPRISE, ALABAMA 36331-0910

TELEPHONE (334) 347-2626
TELECOPIER (334) 393-1396

JOE C. CASSADY
KENNETH T. FULLER
M. DALE MARSH
JOE C. CASSADY, JR.
R. RAINER COTTER, III
J. P. SAWYER

May 22, 1998

Florida Department of State
Department of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Beacon Hill Property Management, Inc.
Geri-Care Assisted Living & Rehabilitative Center, Inc.

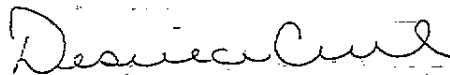
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Dear Sir/Madam:

Enclosed please find the properly executed paperwork regarding the above-named corporations. Hopefully, everything is correct. If you have any questions or need further information, please contact me.

Sincerely,



Desirea E. Curl
Secretary to Joe C. Cassady, Jr.

:dc

Enclosures

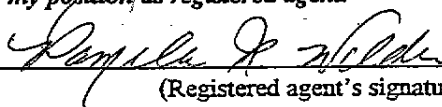
JS

**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. Geri-Care Assisted Living & Rehabilitative Center, 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. Alabama 3. 63-1192532
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 9, 1997 5. Perpetual
(Date of incorporation) (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 817.155, F.S.)
7. 2903 Hillary Hill Road, Dothan, Alabama 36303
(Current mailing address)
8. Management and operation of Assisted Living Facilities and to provide rehabilitation
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) services
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Pam Wilder
Office Address: 24D Victory Circle
Panama City, Florida, 32401
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: William C. Williams

Address: 2903 Hillary Hill Road

Dothan, Alabama 36303

Vice Chairman: Bert McCreary

Address: 2903 Hillary Hill Road

Dothan, Alabama 36303

Director: _____

Address: _____

Director: _____

Address: _____

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

President: William C. Williams

Address: 2903 Hillary Hill Road

Dothan, Alabama 36303

Vice President: Bert McCreary

Address: 2903 Hillary Hill Road

Dothan, Alabama 36303

Secretary: William C. Williams

Address: 2903 Hillary Hill Road

Dothan, Alabama 36303

Treasurer: Bert McCreary

Address: 2903 Hillary Hill Road

Dothan, Alabama 36303

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

13. William C. Williams, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William C. Williams, President
(Typed or printed name and capacity of person signing application)

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Geri-Care Assisted Living & Rehabilitative Center, Inc. incorporated in Houston County, Dothan, Alabama on January 12, 1998. I further certify that the records do not disclose that said Geri-Care Assisted Living & Rehabilitative Center, Inc. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 17, 1998

Date

Jim Bennett

Jim Bennett

Secretary of State