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Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

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-06/05/98--01071--021
*****70.00 *****70.00

CORPORATION(S) NAME

Homeward Bound Services, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Co.	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Walk In	<input checked="" type="checkbox"/> Pick Up	
<input type="checkbox"/> Mail Out		

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Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JUN 05 1998

Thanks,
Jeff

**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. Homeward Bound Services, 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. Pennsylvania 3. 23-2958730
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 23, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

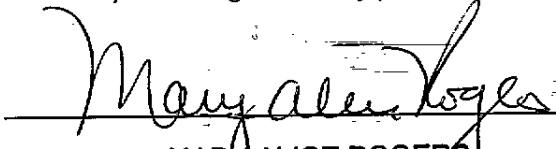
6. No business transacted prior to filing date
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1127 Keystone Drive, Sellersville, PA 18960
(Current mailing address)

8. Home care service.
(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: 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.



MARMALICE ROGERS
Special Assistant Secretary

(Type Name and Title of Officer)

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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: Timothy A. Judson
Address: 1127 Keystone Drive
Sellersville, PA 18960

Vice Chairman: Marc Orth
Address: 650 Bermont Road
Drexel Hill, PA

Director: Tom Muldoon
Address: 46 James Road
Broomall, PA

Director: _____
Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS

President: Timothy A. Judson
Address: 1127 Keystone Drive
Sellersville, PA 18960

Vice President: _____
Address: _____

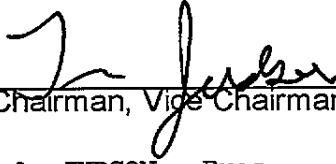
Secretary: Marc Orth
Address: 650 Bermont Road
Drexel Hill, PA

Treasurer: Tom Muldoon

Address: 46 James Road

Broomall, PA

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. TIMOTHY A. JUDSON - Pres.
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JUNE 02, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

HOMeward BOUND SERVICES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Gwette Lander

Secretary of the Commonwealth

DPOS

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