



THE UNITED STATES  
CORPORATION  
COMPANY

598000003316

ACCOUNT NO. : 072100000032

REFERENCE : 805719 4363280

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pujut*

ORDER DATE : May 4, 1998

ORDER TIME : 11:46 AM

ORDER NO. : 805719-040

CUSTOMER NO: 4363280

CUSTOMER: Mr. Ernest P. Rubino  
Interim Healthcare Inc.  
2050 Spectrum Boulevard

Fort Lauderdale, FL 33309

800002557229--9

FOREIGN FILINGS

NAME: HOLTER MANAGEMENT COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED  
98 JUN 11 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
*W*  
*8/11*

RECEIVED  
98 JUN 11 PM 1:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE REGISTRATION  
TALLAHASSEE, FLORIDA

# 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. HOLTER MANAGEMENT COMPANY  
(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. Minnesota  
(State or country under the law of which it is incorporated)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. 11/29/1984  
(Date of Incorporation)
5. Perpetual  
(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. 8003 Franklin Farms Drive  
Richmond, VA 23229  
(Current mailing address)
8. Any and all lawful business  
(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 acceptable)  
Name: Raphael D. Umansky Secretary & General Counsel  
Office Address: 2050 Spectrum Blvd.  
Ft. Lauderdale, Florida, 33309  
(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.

By: [Signature]  
(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: SEE ATTACHMENT

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

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

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

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

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

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

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

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

President: SEE ATTACHMENT

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

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

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

**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. \_\_\_\_\_

(Typed or printed name and capacity of person signing application)

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DIRECTORS	OFFICERS
Dana J. O'Brien 52 Club Road Riverside, CT 06878	James H. Booth President & CEO 2997 Wentworth Weston, FL 33332
Robert H. Getz 167 E. 82 <sup>nd</sup> St., Apt. 10D New York, NY 10028	Kathleen A. Gilmartin Vice President, COO 656 SW 14 <sup>th</sup> Street Boca Raton, FL 33486
James H. Booth 2997 Wentworth Weston, FL 33332	Paul Haggard Vice President, Treasurer & CFO 11010 SW 38 <sup>th</sup> Drive Davie, FL 33328
Kathleen A. Gilmartin 656 SW 14 <sup>th</sup> Street Boca Raton, FL 33486	Philip A. Baird Vice President, Franchise/License Operations 1207 Middle River Drive Ft. Lauderdale, FL 33304
Paul Haggard 11010 SW 38 <sup>th</sup> Drive Davie, FL 33328	Raphael D. Umansky Secretary and General Counsel 694 Verona Court Weston, FL 33326
	JoAnn Sandbach Regional Vice President 3203 Rainview Circle Louisville, KY 40220

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TALLAHASSEE FLORIDA

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# State of Minnesota

## SECRETARY OF STATE

### Certificate of Good Standing

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate issued.

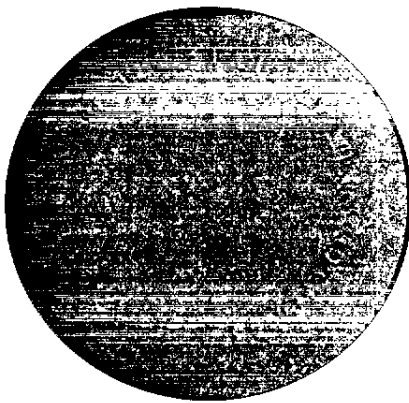
Name: Holter Management Company

Date Formed: 11/29/1984

Chapter Governed By: 302A

This certificate has been issued on 06/03/98.

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TALLAHASSEE FLORIDA



*Joan Anderson Growe*  
Secretary of State.