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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

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-11/02/98--01042-022
*****70.00 *****70.00

CORPORATION(S) NAME

Edencare Mezzanin SP, Inc.

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**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. EDENCARE MEZZANINE GP, 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. APPLIED FOR

(FEI number, if applicable)

4. JULY 16, 1998

(Date of Incorporation)

5. PERPETUAL

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

6. UPON FILING OF APPLICATION

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. EDENCARE MEZZANINE GP, INC.

31 NORTH MAIN STREET, ALPHARETTA, GEORGIA 30004

(Current mailing address)

8. ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MY BE ORGANIZED UNDER THE DELAWARE GENERAL CORPORATION LAW.

(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: CT CORPORATION SYSTEM

Office Address: C/O CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD

PLANTATION, Florida, 33324

(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.

Connie Bryan

(Registered agent's signature)
Connie Bryan, Special Asst. Secy.

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.

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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 "A"

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: SEE ATTACHMENT "A"

Address:

Vice President:

Address:

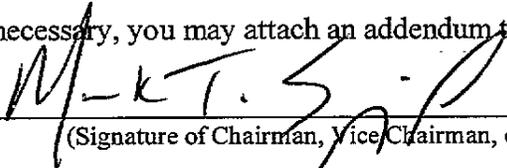
Secretary:

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. MARK T. SPEIGEL, VICE PRESIDENT & SECRETARY

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

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ATTACHMENT "A"

**EDENCARE MEZZANINE GP, INC.
ORGANIZATIONAL MANAGEMENT**

DIRECTORS

NAME	ADDRESS
Susan T. Groenteman	2001 Ross Avenue, Suite 3200, Dallas, Texas 75201
Robert A. Faith	11 State Street, Charleston, South Carolina 29401

OFFICERS

NAME	TITLE	BUSINESS ADDRESS
Alfred S. Holbrook	President	31 North Main Street Alpharetta, Georgia 30004
David M. Johnston	Vice President & Treasurer	31 North Main Street Alpharetta, Georgia 30004
Mark T. Spiegel	Vice President & Secretary	31 North Main Street Alpharetta, Georgia 30004

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDENCARE MEZZANINE GP, 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-EIGHTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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10-28-98