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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 049702 4350891
AUTHORIZATION :
COST LIMIT : \$ 70.00

Patricia Pigut

ORDER DATE : December 2, 1998

ORDER TIME : 2:0 PM

ORDER NO. : 049702-010

800002702268--2

CUSTOMER NO: 4350891

CUSTOMER: Mona Brannon, Paralegal
Beverly Enterprises, Inc.
5111 Rogers Avenue
Ste 40-a
Fort Smith, AR 72919

FOREIGN FILINGS

NAME: BEVERLY - TAMPA HOLDINGS, INC.

LL (2/3)
FILED
98 DEC -3 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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DIVISION OF CORPORATIONS

**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. Beverly - Tampa Holdings, 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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/18/98 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. 5111 Rogers Avenue, Suite 40-A
Fort Smith, AR 72919
(Current mailing address)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized.

8. _____
(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.

By: BRIAN COURTNEY, ASST. V.P.
(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 attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Mona Brannon

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mona Brannon, Assistant Secretary

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

BEVERLY - TAMPA HOLDINGS, INC.

OFFICERS AND DIRECTORS

Board of Directors

David R. Banks

Robert W. Pommerville

Boyd W. Hendrickson

Bobby W. Stephens

William A. Mathies

Scott M. Tabakin

Officers

David R. Banks
Chairman of the Board

Donald L. Dotson
Senior Vice President - Labor and
Employment

Boyd W. Hendrickson
Vice Chairman of the Board

Barry S. Ganley
Senior Vice President and Chief Information
Officer

William A. Mathies
President and Chief Executive Officer

James M. Griffith
Senior Vice President - Investor Relations
and Corporate Communications

Robert W. Pommerville
Executive Vice President, General Counsel
and Secretary

Neil Gulsvig
Senior Vice President - Organizational
Development

Bobby W. Stephens
Executive Vice President - Asset
Management

Schuyler Hollingsworth, Jr.
Senior Vice President and Treasurer

Scott M. Tabakin
Executive Vice President and Chief Financial
Officer

Carol C. Johansen
Senior Vice President - Human Resources

Eugene B. Clarke
Senior Vice President - Quality Management

Mark R. Mostow
Senior Vice President - Sales and Marketing

David R. Devereaux
Senior Vice President - Specialty Services
Division

Philip W. Small
Senior Vice President - Finance

November 30, 1998

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Patrice K. Acosta
Vice President - Risk Management

Jo Ann Beard
Vice President and Deputy General Counsel
10969 Trade Center Dr., Suite 106
Rancho Cordova, CA 95670

William G. Coyne
Vice President - Technology Services

Pamela H. Daniels
Vice President, Controller and Chief
Accounting Officer

John R. Grobmyer
Vice President - Construction

Cletus C. Hess
Vice President, Compliance

Jeff Hutton
Vice President - Reimbursement

Dwight C. Kouri
Vice President - Development

Patricia C. Layman
Vice President - Prospective Payment

Gina D. Lucchi
Vice President - Human Resources

Carol A. Maas
Vice President - Field Services and IT
Administration

Frederic A. Maas
Vice President, Director of Tax and Assistant
Secretary

John C. Mabry
Vice President - Business Solutions

Jack A. MacDonald
Vice President - International Development
620 Herndon Parkway, #200
Herndon, VA 22070

John W. MacKenzie
Vice President, Deputy General Counsel and
Assistant Secretary

Belinda Marcotte
Vice President - Financial Systems

David G. Merrell
Vice President - Financial Planning and
Controls

Raymond P. Minkle
Vice President - Benefits

Peter Nyland
Vice President - Operations Development

Thomas E. Paget
Vice President - Internal Audit

Bruce L. Powell
Vice President - Employment and Recruiting

Hugh L. Reilly
Vice President and Deputy General Counsel

Barbara A. Rudolph
Vice President - Government Relations
1400 L Street, NW, 9th Floor
Washington, DC 20005

Mary Tellis-Nayak
Vice President - Clinical Services

John E. Williams
Vice President - Finance

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Richard T. Mason
Group Vice President
3307 Clark Rd. #202
Sarasota, FL 34231

Mona Brannon
Assistant Secretary

Tina Chavis
Assistant Secretary

Jim Culp
Assistant Secretary

Ron Gill
Assistant Secretary

Christine Murray
Assistant Secretary

Holly A. Rasmussen
Assistant Secretary

Greg Swartz
Assistant Secretary

*Address for all officers unless otherwise noted:

5111 Rogers Ave., Suite 40-A
Ft. Smith, AR 72919-1000

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TALLAHASSEE FLORIDA

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 "BEVERLY - TAMPA HOLDINGS, 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 SECOND DAY OF DECEMBER, A.D. 1998.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2968669 8300

DATE:

9434063

981461098

12-02-98