

**F98000006592**

**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 049702 4350891

AUTHORIZATION :

*Patricia Pigut*

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1998

ORDER TIME : 3:30 PM

ORDER NO. : 049702-020

CUSTOMER NO: 4350891

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

700002702677--5

FOREIGN FILINGS

NAME: BEVERLY - PLANT CITY  
HOLDINGS, INC.

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

**FILED**  
98 DEC -3 AM 9:47  
SECRETARY OF STATE  
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. Beverly - Plant City 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  
(State or country under the law of which it is incorporated)
3. Applied For  
(FEI number, if applicable)
4. 11/18/98  
(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. 5111 Rogers Avenue, Suite 40-A  
Fort Smith, AR 72919  
(Current mailing address)
8. The purpose of the corporation is to engage in any lawful act or act  
for which corporations may be organized.  
(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: 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: Corporation Service Company  
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.

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FLORIDA

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 - PLANT CITY HOLDINGS, INC.**

## **OFFICERS AND DIRECTORS**

### **Board of Directors**

**David R. Banks**

**Boyd W. Hendrickson**

**William A. Mathies**

**Robert W. Pommerville**

**Bobby W. Stephens**

**Scott M. Tabakin**

### **Officers**

**David R. Banks**  
Chairman of the Board

**Boyd W. Hendrickson**  
Vice Chairman of the Board

**William A. Mathies**  
President and Chief Executive Officer

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

**Bobby W. Stephens**  
Executive Vice President - Asset  
Management

**Scott M. Tabakin**  
Executive Vice President and Chief Financial  
Officer

**Eugene B. Clarke**  
Senior Vice President - Quality Management

**David R. Devereaux**  
Senior Vice President - Specialty Services  
Division

**Donald L. Dotson**  
Senior Vice President - Labor and  
Employment

**Barry S. Ganley**  
Senior Vice President and Chief Information  
Officer

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

**Neil Gulsvig**  
Senior Vice President - Organizational  
Development

**Schuyler Hollingsworth, Jr.**  
Senior Vice President and Treasurer

**Carol C. Johansen**  
Senior Vice President - Human Resources

**Mark R. Mostow**  
Senior Vice President - Sales and Marketing

**Philip W. Small**  
Senior Vice President - Finance

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November 30, 1998

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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TALLAHASSEE, FLORIDA

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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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SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FL

*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 - PLANT CITY 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.

FILED  
98 DEC -3 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9434090

DATE:

12-02-98