



THE UNITED STATES
CORPORATION
COMPANY

E980000006854

ACCOUNT NO. : 072100000032

REFERENCE : 066881 7112202

AUTHORIZATION :

Patricia Puyat

COST LIMIT : \$ 70.00

ORDER DATE : December 15, 1998

ORDER TIME : 9:57 AM

ORDER NO. : 066881-005

CUSTOMER NO: 7112202

700002714587--2

CUSTOMER: Ms. Dione Robinette.
Balanced Care Corporation
5021 Louise Drive
Suite 200
Mechanicsburg, PA 17055

FOREIGN FILINGS

NAME: BALANCED CARE AT PANAMA CITY,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

FILED
98 DEC 17 PM 1:55
TALLAHASSEE FLORIDA
SECRETARY OF STATE

12/17

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Balanced Care at Panama City, 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. November 25, 1998

(Date of Incorporation)

5. Perpetual

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

6. anticipate January 1999

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 5021 Louise Drive, Suite 200

Mechanicsburg, PA 17055

(Current mailing address)

8. own, operate and manage adult Congregate living Facility

(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.

Corporation Service Company

By: Carol K. Dol

(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: Brad E. Hollinger - Sole Director

Address: 5021 Louise Drive, Suite 200
Mechanicsburg, PA 17055

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Stephen R. Marcus

Address: Vice President: Brian L. Barth

Vice President: Russell A. DiGiilio

Vice President: and Assistant Secretary: Robert J. Sutton

Address:

Secretary: Robin L. Barber

Address:

Assistant Secretary: Karen N. Connelly

Treasurer: Mark S. Moore

Address: of all officers: 5021 Louise Drive, Suite 200
Mechanicsburg, PA 17055

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

13.

John L. Barber

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

14.

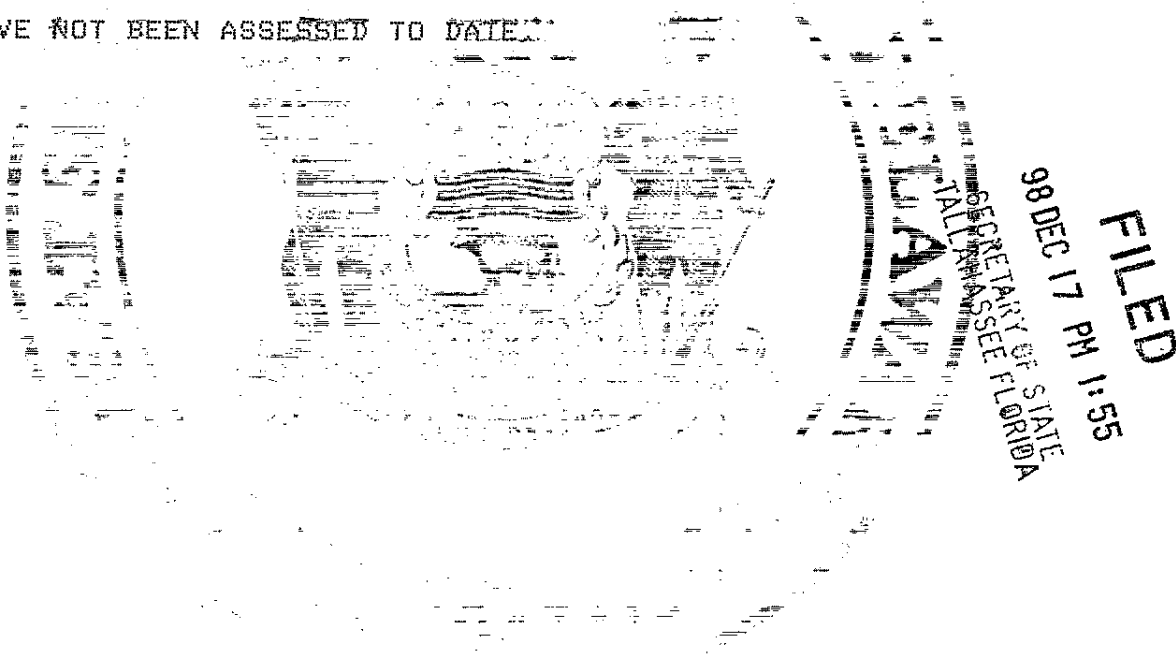
Robin L. Barber, Secretary

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALANCED CARE AT PANAMA CITY, 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 SIXTEENTH 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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98 DEC 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2971056 8390

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AUTHENTICATION: 9465338

DATE: 12-16-98