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TRANSMITTAL LETTER

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-12/15/98--01021--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: SUNSOLUTION, INC.  
(Name of corporation - must include suffix)

W98-28153

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Marjorie Porter

(Name of Person)

Sun Healthcare Group, Inc.

(Firm/Company)

101 Sun Avenue NE

(Address)

Albuquerque, NM 87109

(City/State/Zip)

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DIVISION OF CORPORATIONS  
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Should you need to call someone concerning this matter, please call:

Marjorie Porter

(Name of Person)

at ( 505 ) 821-3355

(Area Code & Daytime Telephone Number)

P.S. The name SUNSOLUTION, INC. is not available for use in Florida. Therefore, upon qualification, the company will apply for registration of fictitious name "Sun Health Solution, Inc."

COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Contact  
P97-52235



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 17, 1998

MARJORIE PORTER  
SUN HEALTHCARE GROUP, INC.  
101 SUN AVENUE NE  
ALBUQUERQUE, NM 87109

SUBJECT: SUNSOLUTION, INC.  
Ref. Number: W98000028153

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We have received your document for SUNSOLUTION, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 398A00059251



# Sun Healthcare Group

Sun Healthcare Group, Inc. 101 Sun Avenue NE  
Albuquerque, NM 87109  
505.821.3355  
Fax 505.828.0944  
www.sunh.com

December 24, 1998

Sender's direct dial number:  
(505) 858-4713

Florida Department of State  
Division of Corporations  
Attention: Jennifer Sindt  
P.O. Box 6327  
Tallahassee, FL 32314

Re: SunSolution, Inc.  
Ref. Number: W98000028153

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Dear Ms. Sindt:

Pursuant to your correspondence of December 17, 1998 (copy enclosed), enclosed is a board resolution in which the name Sun Health Solution, Inc. is adopted for use in the State of Florida. Please send confirmation of the qualification to my attention.

If you have any questions, please contact me at the number indicated above. Thank you.

Sincerely,

Marjorie Porter  
Paralegal

Enclosures

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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I, the undersigned Michael T. Berg, do hereby certify  
(Name)

that this Resolution of the Board of Directors of \_\_\_\_\_

SUNSOLUTION, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on December 2, 1998.

Be it resolved, that SUNSOLUTION, INC.,  
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Sun Health Solution, Inc. for use in Florida.

Dated: December 24, 1998

*Michael Berg*

Signature of either Chairman, Vice Chairman or any officer

Michael T. Berg

Type or print name

**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. SunSolution, 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. 85-0447505  
(FEI number, if applicable)
4. May 8, 1997  
(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 817.156, F.S.))
7. 101 Sun Avenue NE, Albuquerque, New Mexico 87109  
(Current mailing address)
8. To provide a comprehensive package of ancillary services to long-term care facilities.  
(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:  
  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.*

C T Corporation System

Vickie M. Prince  
(Registered agent's signature) (Officer)

**Vickie M. Prince** Assistant Secretary

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:

A. DIRECTORS

Chairman: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: See attached list of officers

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

14. Michael T. Berg, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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**SUNSOLUTION, INC.  
OFFICERS AND DIRECTORS**

<u>Position</u>	<u>Name</u>	<u>Address</u>	<u>Term</u>
President	Kenneth Noonan	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
VP	Robert A. Levin	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
VP & CFO	Robert D. Woltil	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
VP	Warren H. McInteer	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Treasurer	Matthew G. Patrick	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Assistant Treasurer	D. Craig Hayes	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Secretary	Nikki J. Mann	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Assistant Secretary	Michael T. Berg	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Assistant Secretary	Jeffrey C. Gilmore	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Director	Kenneth Noonan	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified
Director	Robert D. Woltil	101 Sun Avenue NE Albuquerque, NM 87109	Until successor is duly elected and qualified

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State of Delaware  
Office of the Secretary of State

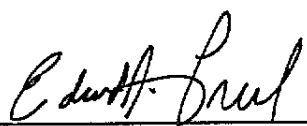
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNSOLUTION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIETH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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