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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-01/19/99-01078-006
*****78.75 *****78.75

SUBJECT: Harris HealthTrends Incorporated
(Name of corporation - must include suffix)

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:

Elizabeth A. Koop

(Name of Person)

Eastman & Smith Ltd.

(Firm/Company)

One SeaGate, 24th Floor, P.O. Box 10032

(Address)

Toledo, OH 43699-0032

(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Elizabeth A. Koop

(Name of Person)

at (419) 247-1685

(Area Code & Daytime Telephone Number)

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

**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. Harris HealthTrends Incorporated
(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. Ohio 3. 34-1561851
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 13, 1987 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 4169 Holland-Sylvania Road
Sylvania, OH 43560
(Current mailing address)

8. Health Care Counselling Services
(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: Jeff A. Hochberg

Office Address: 344 Cascade Lane

Palm Harbor, Florida, 34684
(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.

Jeff A. Hochberg
(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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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John H. Harris III

Address: 4169 Holland-Sylvania Road

Sylvania, OH 43560

Director: Diane E. Harris

Address: 4169 Holland-Sylvania Road

Sylvania, OH 43560

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

President: John H. Harris III

Address: 4169 Holland-Sylvania Road

Sylvania, OH 43560

Vice President: Diane E. Harris

Address: 4169 Holland-Sylvania Road

Sylvania, OH 43560

Secretary: Diane E. Harris

Address: 4169 Holland-Sylvania Road

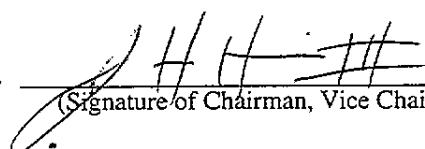
Sylvania, OH 43560

Treasurer: John H. Harris III

Address: 4169 Holland-Sylvania Road

Sylvania, OH 43560

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. John H. Harris III, President
(Typed or printed name and capacity of person signing application)

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**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**



I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show HARRIS HEALTHTRENDS INCORPORATED, an Ohio Corporation, Charter No. 705022, principal location in Toledo, County of Lucas, incorporated on July 13, 1987, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
December 16, 1998

Bob Taft

Bob Taft
Secretary of State

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