

F9900000 4321

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 8/20/99 3:00 PM (UTC)

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FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 AUG 20 PM 2:23

1.) Life Care Technologies, Inc.
(CORPORATE NAME & DOCUMENT #)

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-08/20/99--01069--027
*****78.75 *****78.75

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

599000042054
(4)

SPECIAL INSTRUCTIONS

12 8/20/99

RECEIVED
99 AUG 20 PM 2:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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

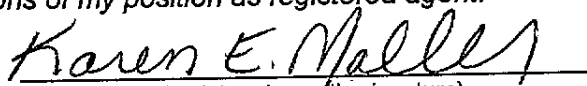
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1. LifeCare Technologies, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 59-3579075
(FEI number, if applicable)
4. June 2, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 2, 1999
[Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)]
7. LifeCare Technologies, Inc.
Attention: Michael Felix
12910 Automobile Boulevard
Clearwater, Florida 33762
(current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the
General Corporation Law of Florida
(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: Karen E. Maller, Esquire
Office Address: Powell, Carney, Hayes & Silverstein, P.A.
One Progress Plaza, Suite 1210
St. Petersburg, Florida 33701

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 compete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the 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 officer 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:

Address:

R. Bruce Wilson

670 N. Commercial Street

Manchester, New Hampshire 03101

Director:

Address:

Narotam S. Grewal

28 Cedar Road

North Hampton, New Hampshire 03862

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

President:

Address:

R. Bruce Wilson

670 N. Commercial Street

Manchester, New Hampshire 03101

Vice President:

Address:

Secretary:

Address:

Donald P. Ricklefs

Three Center Plaza, Suite 420

Boston, Massachusetts 02108

Treasurer:

Address:

R. Bruce Wilson

670 N. Commercial Street

Manchester, New Hampshire 03101

NOTE: If necessary, you may attache 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.

Donald P. Ricklefs, Secretary

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


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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIFECARE TECHNOLOGIES, 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 TWENTY-SECOND DAY OF JULY, A.D. 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 20 PM 2:23




Edward J. Freel, Secretary of State

AUTHENTICATION:

3050841 8300

DATE: 9880867

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07-22-99