

M 98 000000905

KUTAK ROCK
SUITE 210
225 PEACHTREE STREET, N.W.
ATLANTA, GEORGIA 30309-1731
404-222-4600
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http://www.kutakrock.com

DENVER
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WASHINGTON

August 14, 1998

VIA FEDEX

300002617953--8
-08/17/98--01126--001
2035.00 *285.00

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Formation of a Florida Limited Partnership and Qualification to do Business in Florida by Foreign Limited Liability Company

To Whom it May Concern:

Enclosed please find the following documents for the Qualification to do Business in Florida for Heights HealthCare Company, L.L.C., a Tennessee limited liability company

- 2 copies of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
- 2 copies of Affidavit of Membership and Contributions of Foreign Limited Liability Company.
- 2 copies of Certificate of Designation of Registered Agent/Registered Office.
- Certificate of Existence from Tennessee Secretary of State.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosed also are the following documents for the formation of limited partnership for Heights HealthCare L.P.:

- 2 copies of Certificate of Limited Partnership for Heights HealthCare Limited Partnership.
- 2 copies of Affidavit of Capital Contributions for Florida Limited Partnership

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Name	CR 8-18
Document Examiner	[Signature]
Updater	[Signature]
Updater	[Signature]
Updater	[Signature]

In addition, we have enclosed one check in the amount of \$2035.00 made payable to the Florida Department of State representing (i) the \$1750 maximum filing fee for a limited partnership, (ii) \$250 filing fee for the qualification of a foreign limited liability company to do business in Florida and (iii) \$35 filing fee for the designation of a registered agent in Florida for Heights HealthCare Company, L.L.C. We have also enclosed an additional check in the amount

FF \$285

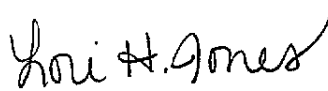
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of \$35.00 made payable to the Florida Department of State for the \$35 filing fee for the designation of a registered agent in Florida for Heights HealthCare, L.P.

Once these documents are processed by the Florida Department of State, please forward the extra copies of the foregoing documents which have been stamped with the appropriate date of filing to me at the above address. Your prompt attention to this matter is greatly appreciated. If you have any questions or comments, please do not hesitate to contact me at (404) 222-4615.

Very truly yours,



Lori H. Jones
lori.jones@kutakrock.com

bww

Enclosures

cc: Robert E. Altenbach, Esq. (without enclosures)

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Heights HealthCare Company, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Tennessee (Jurisdiction under the law of which foreign limited liability company is organized)
3. 593437967 (FEI number, if applicable)
4. August 14, 1995 (Date of Organization)
5. October 14, 2045 (Duration: Year limited liability company will cease to exist or "perpetual")
6. September 15, 1998 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 210 South Parsons Drive, Suite 12
Brandon, FL 33511 (Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

Table with 4 columns: NAME & ADDRESS, TITLE, NAME & ADDRESS, TITLE. Row 1: David R. Vaughan, General Manager, 210 South Parsons Drive, Suite 12, Brandon, FL 33511.

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TALLAHASSEE, FLORIDA
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of it rights
Healthcare Company, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.-
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000.-
(This total includes amounts from 2 and 3 above.)

David R. Vaughan

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DAVID R. VAUGHAN

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Heights HealthCare Company, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

David R. Vaughan

(Name)

210 South Parsons Drive, Suite 12

Florida street address (P.O. Box NOT ACCEPTABLE)

Brandon

FL

33511

City/State/Zip

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 08/13/1998
REQUEST NUMBER: 3548-2448
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 08/14/1995
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0298845
JURISDICTION: TENNESSEE

TO:
KUTAK ROCK
AT: L. JONES
225 PEACHTREE ST NE
ATLANTA, GA 30303-1731

REQUESTED BY:
KUTAK ROCK
AT: L. JONES
225 PEACHTREE ST NE
ATLANTA, GA 30303-1731

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"HEIGHTS HEALTHCARE COMPANY, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT THE MOST RECENT LIMITED LIABILITY ANNUAL REPORT REQUIRED HAS BEEN FILED;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/13/98

FROM:
KUTAK ROCK (ATLANTA)
4400 GEORGIA PACIFIC
133 PEACHTREE ST, NE
ATLANTA, GA 30303-0000

RECEIVED: FEES \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002350537
ACCOUNT NUMBER: 00229098



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE