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Florida Nursing Care Associates (Georgia), LLC

2459 William Court
Atlanta, Georgia 30360

Telephone (770)-220-2936
Fax (770)-220-2937

December 9, 1998

Florida Dept. of State
Registration Section
Division of Corporations
409 E. Gains St.
Tallahassee, FL 32399

To whom it may concern;

Enclosed is the necessary application to register the above Company in the state of Florida. The following items are included:

- * Application to do business as a foreign limited liability company
- * Affidavit of membership and contribution
- * Certificate of designation of a registered agent
- * Certification of existence from the state of Georgia
- * Check for \$250.00 Application fee
- * Check for \$35.00 Registered Agent fee
- * Check for \$8.75 for a certificate of status which is requested

Please send the certificate of status to the above address.

Thank you for your efforts in this matter.

Sincerely



Winston A. Porter
Member

Name	MCA
Availability	MCA
Document Examiner	MCA
Updater	MCA
Classifier	MCA
Verifier	MCA
Knowledge	MCA
Verifier	MCA

RECEIVED

98 DEC 15 PM 4:25

98 DEC 18 PM 12:01

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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-12/17/98--01005--001
*****250.00 *****250.00

8000002713938--7
-12/17/98--01005--002
*****35.00 *****35.00

8000002713938--7
-12/17/98--01005--003
*****8.75 *****8.75

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

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

1. Florida Nursing Care Associates (Georgia), LLC
(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. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2430041
(FEI number, if applicable)
4. 9/2/97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. No transactions at this time
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2459 William Court
Atlanta Ga 30360
(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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Winston A. Porter</u>	<u>MGRM</u>		
<u>2459 William Ct.</u>			
<u>Atlanta Ga 30360</u>			
<u>Medical Development Corp</u>	<u>MGRM</u>		
<u>2459 William Ct.</u>			
<u>Atlanta Ga 30360</u>			
<u>James S. Weigard</u>	<u>MGRM</u>		
<u>5009 Buckline Crossing</u>			
<u>Dunwoody Ga 30327</u>			

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FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983371077
CONTROL NUMBER : 9730628
DATE INC/AUTH/FILED: 09/02/1997
JURISDICTION : GEORGIA
PRINT DATE : 12/03/1998
FORM NUMBER : 211

WINSTON A. PORTER
2459 WILLIAM COURT
ATLANTA, GA 30360

CERTIFICATE OF EXISTENCE

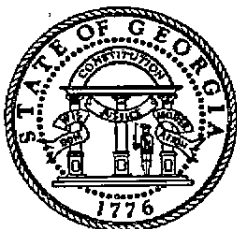
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

FLORIDA NURSING CARE ASSOCIATES (GEORGIA), LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Florida Nursing Care Associates (Georgia), LLC

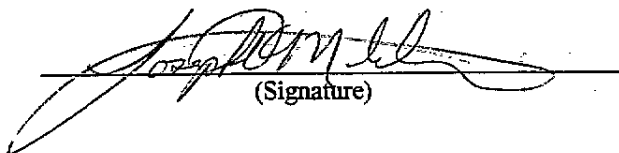
2. The name and address of the registered agent and office are:

Joseph D. Mitchell
(Name)

2851 Remington Green, Suite D
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee FL 32308
(City/State/Zip)

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)

11/30/98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Florida Nursing Care
Associates (Georgia), LLC deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 500.⁰⁰

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,000,000.⁰⁰
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000,500.⁰⁰

Walter A. Porter

Signature of a member or 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.)

Filing Fee: \$250.00 for Application and Affidavit