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ACCOUNT NO. : 072100000032

REFERENCE : 073798 4350571

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 21, 1998

ORDER TIME : 1:38 PM

ORDER NO. : 073798-005

CUSTOMER NO: 4350571

CUSTOMER: Joanne M. Sarubbi, Esq
Bendit Weinstock
80 Main Street

West Orange, NJ 07052

900002719889-5
-12/22/98-01086-020
*****70.00 *****70.00

FOREIGN FILINGS

NAME: BYRAM HEALTHCARE CENTERS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

FILED
98 DEC 22 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA
98 DEC 22 PM 2:35
DEPARTMENT OF CORPORATION

**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. BYRAM HEALTHCARE CENTERS, 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. NEW JERSEY 3. 22-2862167
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 5, 1987 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 75 Holly Hill Lane
Greenwich, Connecticut 06830
(Current mailing address)
8. Any lawful act or thing for which corporation may be organized under
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) New Jersey law.
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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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.

Corporation Service Company

By: [Signature]
(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.

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: Peter A. Phillips

Address: 69 Emily Road
Far Hills, New Jersey 07931

Vice Chairman: Lawrence E. Janes

Address: 25 Kings Lane
Wilton, CT 06897

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Peter A. Phillips

Address: 69 Emily Road
Far Hills, New Jersey 07931

Vice President: Lawrence E. Janes

Address: 25 Kings Lane
Wilton, CT 06897

Secretary: Lawrence E. Janes

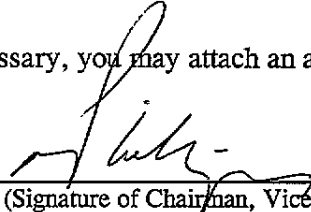
Address: same as above

Treasurer: Lawrence E. Janes

Address: same as above

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  12/18/98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

Peter A. Phillips, President

14. _____

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

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BYRAM HEALTHCARE CENTERS, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on October 5, 1987.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

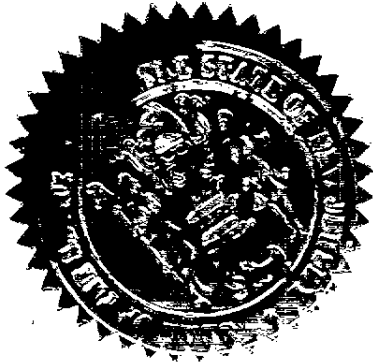
*Peter A Phillips
69 Emily Rd
Far Hills, NJ 07931*

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TALLAHASSEE FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BYRAM HEALTHCARE CENTERS, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
16th day of December, 1998

James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

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TALLAHASSEE FLORIDA