

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

GLASROCK HOME HEALTH CARE, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Glasrock Home health Care, Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island:)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is August 30, 1979 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange St., Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R.I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

See Attached

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000			No par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
301			No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 9,200,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 28,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 0

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Glasrock Home Health Care, Inc.

Dated November 20, 19 85

~~GLASROCK HOME HEALTH CARE, INC.~~
XXXXXXXXXXXXXXXXXXXXXXXXXXXX
[Exact Corporate Name of Corporation Making Application]

By Charles A. Bonnes
Charles A. Bonnes, Its Vice-President
and Robert D. Herpst
Robert D. Herpst, Its Asst. Secretary

STATE OF New Jersey
COUNTY OF Bergen

} Sc.

At Montvale, New Jersey in said County on the 20th day
of November 19 85, before me personally appeared
Charles A. Bonnes, who being by me first duly sworn, declared that
he is the Vice President of GLASROCK HOME HEALTH CARE, INC.
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

ADA MAZZA Ada Mazza
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires September 11, 1989
Notary Public

(NOTARIAL SEAL)

SEVENTH:

To engage in the rental, sales and service of home medical equipment and supplies, and any other lawful act or activity for which a corporation may be organized under the laws of the state of Rhode Island.

GLASROCK HOME HEALTH CARE, INC.
(a Delaware corporation)

<u>Officers</u>	<u>Title</u>	<u>Address</u>
Gerald L. Good	President	2840 Mt. Wilkinson Parkway, Atlanta, Georgia 30339
Angelo N. Tarallo	Senior Vice President - Administration	85 Chestnut Ridge Road, Montvale, New Jersey 07645
Charles A. Bonnes	Vice President & General Counsel, Secretary	85 Chestnut Ridge Road, Montvale, New Jersey 07645
Edward R. Mashek, Jr.	Vice President	2840 Mt. Wilkinson Parkway, Atlanta, Georgia 30339
Steven B. Rash	Vice President	2840 Mt. Wilkinson Parkway, Atlanta, Georgia 30339
Norman W. Wicks	Vice President and Assistant Treasurer	2840 Mt. Wilkinson Parkway, Atlanta, Georgia 30339
Brian T. Downing	Treasurer	85 Chestnut Ridge Road, Montvale, New Jersey 07645
Robert A. Symanski	Assistant Treasurer	85 Chestnut Ridge Road, Montvale, New Jersey 07645
Stanley J. Rand	Assistant Treasurer	85 Chestnut Ridge Road, Montvale, New Jersey 07645
Robert D. Herpst	Assistant Secretary	85 Chestnut Ridge Road, Montvale, New Jersey 07645
L. Kay Pittman	Assistant Secretary	2840 Mt. Wilkinson Parkway Atlanta, Georgia 30339
Irene E. Lund	Assistant Secretary	2830 Mt. Wilkinson Parkway Atlanta, Georgia 30339

Directors

James G. Baldwin	Director	85 Chestnut Ridge Road, Montvale, New Jersey 07645
Paul G. Bosonnet	Director	85 Chestnut Ridge Road, Montvale, New Jersey 07645
David J. Craig	Director	85 Chestnut Ridge Road, Montvale, New Jersey 07645
Richard V. Giordano	Director	85 Chestnut Ridge Road, Montvale, New Jersey 07645
Desmond H. O'Connell, Jr.	Director	85 Chestnut Ridge Road, Montvale, New Jersey 07645

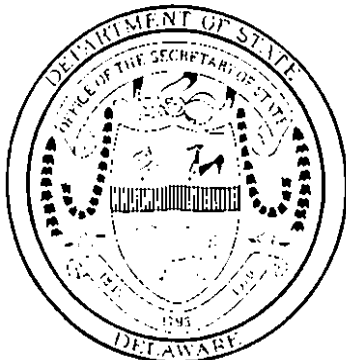


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on August 30, 1979



Michael Harkins
Michael Harkins, Secretary of State

BY: *[Signature]*

DATE: September 24, 1985