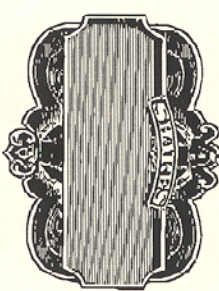


PHOENIX HEALTHCARE CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE



COMMON STOCK

CUSIP 719022 10 0  
SEE REVERSE FOR CERTIFICATE NUMBER

This Certifies That \_\_\_\_\_  
is owner of \_\_\_\_\_  
FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK, PAR VALUE \$1.00 EACH, OF  
PHOENIX HEALTHCARE CORPORATION

Transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are subject to all the provisions of the Certificate of Incorporation and By-Laws of the Corporation and amendments thereto, copies of which are on file with the Transfer Agent to all of which the holder, by acceptance hereof, assents. This Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.  
Witness my facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

DATED: \_\_\_\_\_

*John J. Fullin*  
CORPORATE SECRETARY



*John J. Fullin*  
CHAIRMAN & CHIEF EXECUTIVE OFFICER

Authorized Signature

Transfer Agent  
and Registrar

Counselling and Registered:  
AMERICAN STOCK TRANSFER & TRUST COMPANY