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ACCOUNT NO. 97072100000032

REFERENCE : 978301 4816118

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 87.50

ORDER DATE : June 6, 1996

ORDER TIME : 10:34 AM

ORDER NO. : 978301

CUSTOMER NO: 4816118

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CUSTOMER: Paul D. Manca, Esq  
Hogan & Hartson  
555 13th Street, N.w.

Washington, DC 20004

FOREIGN FILINGS

NAME: VITAS HEALTHCARE CORPORATION  
OF CENTRAL FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING (TWO)

CONTACT PERSON: Clint Fuhrman

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DIVISION OF CORPORATIONS

*VP*  
*8/6*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:*

1. Vitas Healthcare Corporation of Central Florida  
(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. Delaware 3. 65-0668678  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 22, 1996 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 100 South Biscayne Boulevard  
Miami, Florida 33131  
(Current mailing address)
8. To engage in any lawful activity or activities for which corporations  
may be organized under Florida corporate law.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

**9. Name and street address of Florida registered agent:**

Corporation Service Company  
Name: \_\_\_\_\_  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

**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.*

By: Laura R. Dunlap Corporation Service Company  
(Registered agent's signature) Laura R. Dunlap, as agent

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:

A. DIRECTORS

Chairman: Hugh A. Westbrook

Address: 100 South Biscayne Boulevard  
Miami, Florida 33131

Vice Chairman: n/a

Address: \_\_\_\_\_

Director: Esther T. Colliflower

Address: 100 South Biscayne Boulevard  
Miami, Florida 33131

Director: J.R. Williams, M.D.

Address: 100 South Biscayne Boulevard  
Miami, Florida 33131

B. OFFICERS

President: SEE ADDENDUM

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

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

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**Addendum to the  
Application by Foreign Corporation for Authorization to  
Transact Business in Florida**

**Vitas Healthcare Corporation of Central Florida**

**List of Officers**

Hugh A. Westbrook	Chairman, President and Chief Executive Officer
Richard I. Novin, Jr.	Executive Vice President
Thomas E. Combs	Senior Vice President
Mary Lou Carraher	Regional Vice President
Mark Ohlendorf	Vice President, Treasurer and Assistant Secretary
Mark A. Sterling	Secretary
Kathryn A. Christmann	Assistant Secretary

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**Address for all Officers:**

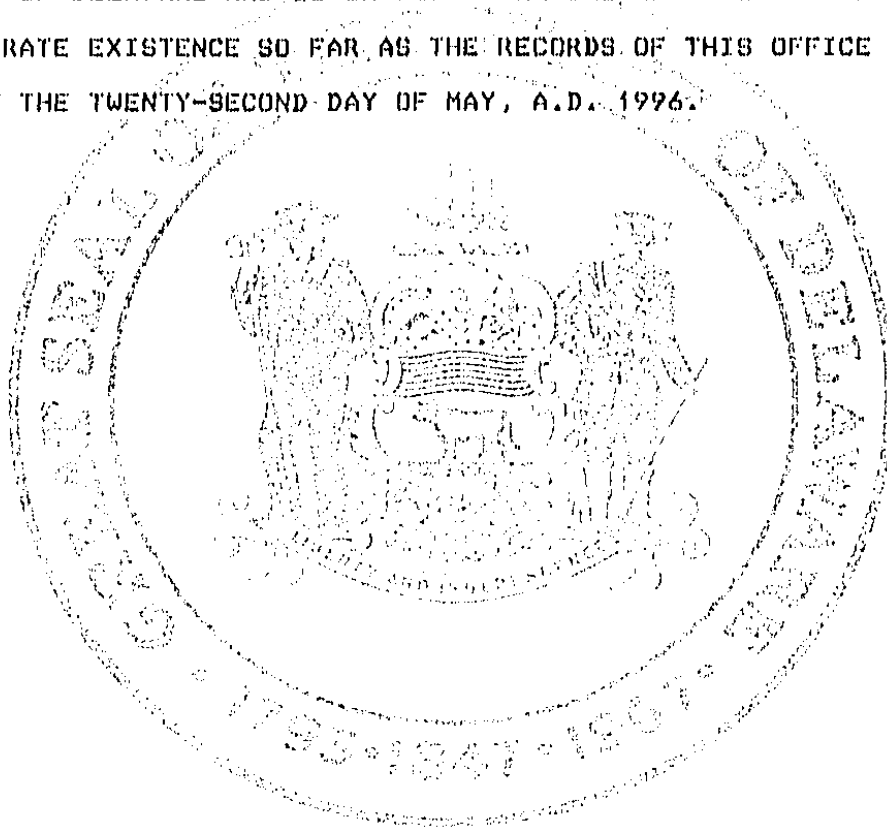
**100 South Biscayne Boulevard  
Miami, Florida 33131**

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY CERTIFY "VITAS HEALTHCARE CORPORATION OF CENTRAL FLORIDA" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY, A.D. 1996.



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DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7956586

DATE: 05-22-96