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1201 Hays Street
Tallahassee, FL 32301-2607
800-342-8086

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ACCOUNT NO. : 072100000032

REFERENCE : 978301 4816118

AUTHORIZATION : Patricia Puzzuto

COST LIMIT : $ 87.50

ORDER DATE : June 6, 1996

ORDER TIME : 10:34 AM

ORDER NO. : 978301

CUSTOMER NO: 4816118

600001854066

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

Washington, DC 20004

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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

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. 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
(State or country under the law of which it is incorporated)

3. 65-0668678
(FEI number, if applicable)

4. May 22, 1996
(Date of Incorporation)

5. perpetual
(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)

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9. Name and street address of Florida registered agent:

Name: Corporation Service Company

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
(Registered agent's signature)
Corporation Service Company
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

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B. OFFICERS

SEE ADDENDUM

President:

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)

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. Nevin, 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

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY 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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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7956586

DATE: 05-22-96