


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS			
DOCUMENT # P00571 (0) 1. Corporation Name VITAS HEALTHCARE CORPORATION							
Principal Place of Business 100 SOUTH BISCAYNE BLVD SUITE 1500 MIAMI FL 33131 US			Mailing Address 100 SOUTH BISCAYNE BLVD SUITE 1500 MIAMI FL 33131 US				
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 01/12/1984 4. FEI Number 59-2318357 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301				10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code			
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.							
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____							
12. OFFICERS AND DIRECTORS 1.1 TITLE <input type="checkbox"/> DELETE 1.2 NAME WESTBROOK, HUGH A 1.3 STREET ADDRESS 100 S BISCAYNE BLVD, STE 1500 1.4 CITY- ST- ZIP MIAMI FL 1.5 TITLE <input type="checkbox"/> DELETE 1.6 NAME OHLENDORF, MARK 1.7 STREET ADDRESS 100 S BISCAYNE BLVD, STE 1500 1.8 CITY- ST- ZIP MIAMI FL 1.9 TITLE <input type="checkbox"/> DELETE 2.1 NAME GOETZ, DONALD 2.2 STREET ADDRESS 24 BLUEWATER POINT 2.3 CITY- ST- ZIP NICEVILLE FL 2.4 TITLE <input type="checkbox"/> DELETE 2.5 NAME BERMAN, JAY 2.6 STREET ADDRESS 100 S BISCAYNE BLVD, STE 1500 2.7 CITY- ST- ZIP MIAMI FL 2.8 TITLE <input type="checkbox"/> DELETE 2.9 NAME 2.10 STREET ADDRESS 2.11 CITY- ST- ZIP 2.12 TITLE <input type="checkbox"/> DELETE 2.13 NAME 2.14 STREET ADDRESS 2.15 CITY- ST- ZIP						13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME SEE ATTACHED 3.3 STREET ADDRESS 3.4 CITY- ST- ZIP 3.5 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.6 NAME 3.7 STREET ADDRESS 3.8 CITY- ST- ZIP 3.9 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.10 NAME 3.11 STREET ADDRESS 3.12 CITY- ST- ZIP 3.13 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.14 NAME 3.15 STREET ADDRESS 3.16 CITY- ST- ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Thomas E. Combs

4/29/98

CR2E034 (1097)

VITAS HEALTHCARE CORPORATION

Officers

Hugh A. Westbrook
Chairman of the Board; Chief Executive Officer
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

J.R. Williams, M.D.
Executive Vice President; Chief Patient Care Officer
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Thomas E. Combs
Senior Vice President -- Hospice Operations
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Deirdre Lawe
Senior Vice President -- Marketing and Admissions
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Mark A. Sterling
Senior Vice President -- Strategic Development; Special Counsel for Regulatory Affairs
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

David A. Wester
Vice President; Chief Financial Officer; Treasurer;
Assistant Secretary
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Jay Berman
Vice President -- Human Resources
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Peter H. Harris
Vice President; General Counsel; Secretary
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

VITAS HEALTHCARE CORPORATION

Board of Directors

Hugh A. Westbrook, Chairman
100 South Biscayne Boulevard, Fifteenth Floor
Miami, Florida 33131

Donald Gaetz
24 Bluewater Point
Niceville, Florida 32578

Esther Colliflower, Vice Chairperson
100 South Biscayne Boulevard, Fifteenth Floor
Miami, Florida 33131

J.R. Williams, M.D.
100 South Biscayne Boulevard, Fifteenth Floor
Miami, Florida 33131

William Ferretti
MedStar Communications
5920 Hamilton Boulevard
Allentown, Pennsylvania 18106

Timothy O'Toole
Chemed Corporation
2600 Chemed Center
255 East Fifth Street
Cincinnati, Ohio 45202

Patrick T. Hackett
E.M. Warburg Pincus and Co., Inc.
466 Lexington Avenue, Tenth Floor
New York, New York 10017

Bruce F. "Toby" Wesson
Galen Associates
610 Fifth Avenue
Rockefeller Center
New York, New York 10020