

F98000005516



ACCOUNT NO. : 072100000032

REFERENCE : 981104 4816118

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuti

ORDER DATE : October 1, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 981104-005

CUSTOMER NO: 4816118

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

200002654222--3

Washington, DC 20004-1109

FOREIGN FILINGS

NAME: VITAS HOLDINGS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

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DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FALLINGWATER, VA

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 HOLDINGS CORPORATION
(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. _____
(FEI number, if applicable)
4. 8/4/98
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Date corporation first becomes authorized to transact business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 100 South Biscayne Blvd.
Miami, Florida 33131
(Current mailing address)
8. See Exhibit A for purpose(s) of corporation
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
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.

Corporation Service Company

By: _____

(Registered agent's signature)

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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: Hugh A. Westbrook

Address: 100 South Biscayne Blvd.

Miami, FL 33131

Vice Chairman: _____

Address: _____

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

Address: 100 South Biscayne Blvd.

Miami, FL 33131

Director: Thomas E. Combs

Address: 100 South Biscayne Blvd.

Miami, FL 33131

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: See Exhibit B for list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

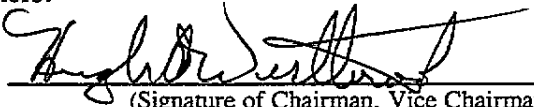
Address: _____

Treasurer: _____

Address: _____

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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. Hugh A. Westbrook, Chairman and Chief Executive Officer

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

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

VITAS HOLDINGS CORPORATION

Exhibit A

8. (Purpose(s) of corporation authorized in home state or country
to be carried out in the state of Florida)

To engage in any lawful acts or activities for which corporations may be
organized under the Florida Business Corporation Act.

Exhibit B

12.B. OFFICERS (Street address only – P.O. Box NOT acceptable)

Hugh A. Westbrook
Chairman of the Board and Chief Executive Officer
100 South Biscayne Blvd.
Miami, FL 33131

Thomas E. Combs
Senior Vice President
100 South Biscayne Blvd.
Miami, FL 33131

Deirdre Lawe
Senior Vice President
100 South Biscayne Blvd.
Miami, FL 33131

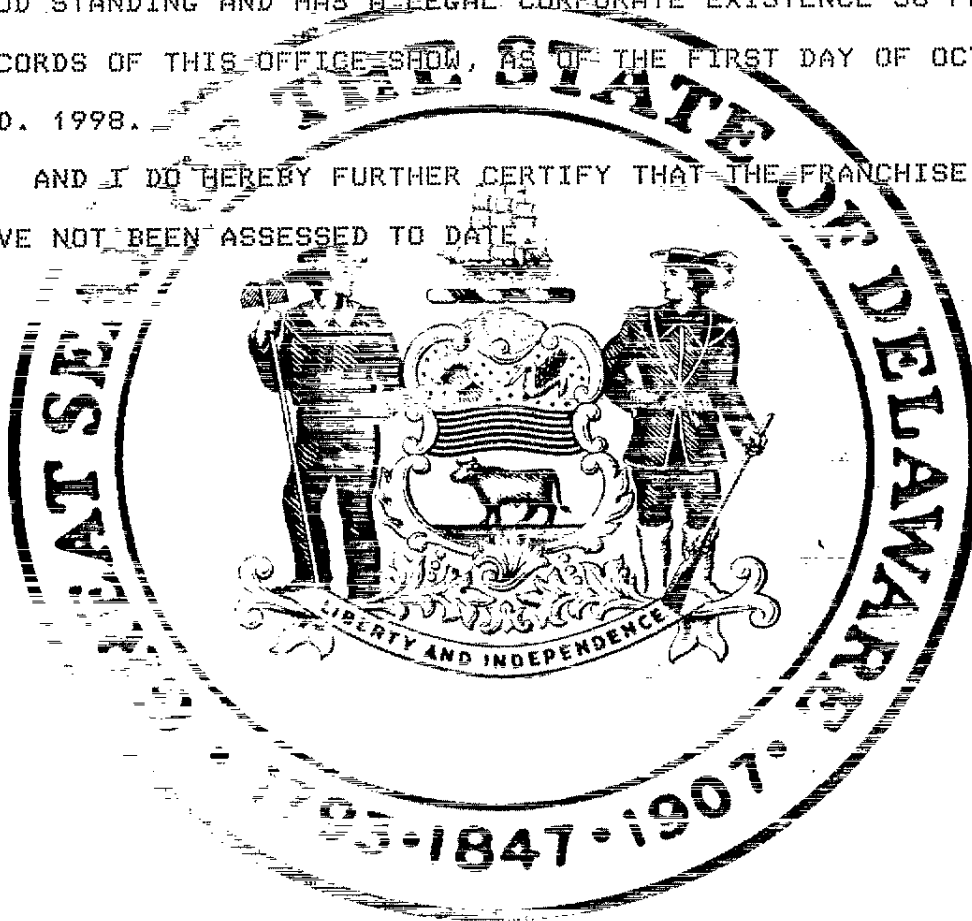
David A. Wester
Vice President, Secretary and Treasurer
100 South Biscayne Blvd.
Miami, FL 33131

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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 HOLDINGS CORPORATION" 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 FIRST DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

10-01-98