B98000000603

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 993929 116582A

AUTHORIZATION :

COST LIMIT : $ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 13 AM 9:53

ORDER DATE : October 13, 1998

ORDER TIME : 3:15 PM

ORDER NO. : 993929-005

CUSTOMER NO: 116582A

CUSTOMER: Ms. Grace Thyn
Vitas Healthcare Corporation
Suite 1500 Legal Department
100 South Biscayne Boulevard
Miami, FL 33131

[redacted]

FOREIGN FILINGS

(3)

NAME: VITAS HEALTHCARE OF TEXAS, L.P.

700002663047--8
-10/14/98--01004--001
*****87.50 *****87.50

XXXX QUALIFICATION (TYPE: LP)

RECEIVED
98 OCT 13 PM 4:17
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

BK
10/13/98

VITAS®

VITAS Healthcare Corporation
100 South Biscayne Boulevard
Miami, Florida 33131
Telephone 305 374 4143

October 8, 1998

Via Facsimile and Federal Express

INNOVATIVE HOSPICE CARE℠

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 13 AM 9:54

Ms. Diana Cushings
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Vitas Healthcare of Texas, L.P.

Dear Ms. Cushings:

This letter is to confirm a conversation that Grace Thyn, Legal Specialist for Vitas Healthcare Corporation had with you on October 7, 1998, in which you discussed the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida (the "Application") for Vitas Healthcare of Texas, L.P. ("Vitas of Texas"). Ms. Thyn explained that Vitas of Texas is a Texas limited partnership that was formed in September 1998. Vitas Healthcare Corporation ("VHC") is the general partner and Vitas Holdings Corporation ("Holdings") is the limited partner of Vitas of Texas. The principal place of business for Vitas of Texas is in Florida. Services that are provided by Vitas of Texas, as well as the assets of the limited partnership are located in Texas.

It is our understanding that although Chapter 620 of the Florida Statues requires that a foreign limited partnership register under a name that includes the word "Limited" or the abbreviation "Ltd.," Vitas of Texas may register as Vitas Healthcare of Texas, L.P. As such, it is unnecessary to file an assumed name with the State. It is also our understanding that since the current capital contribution of Holdings is currently $99.00 and there is no amount of the capital contribution allocated for transacting business in Florida, Vitas of Texas need only pay the minimum filing fee of $52.50 plus $35.00 for the registered agent fee. Following any additional capital contribution by Holdings, Vitas of Texas will be required to file a supplemental affidavit with the State. The applicable fee that would need to accompany the supplemental filing would be based on the amount of the capital contribution allocated for transacting business in Florida, if any.

Unless we hear from you to the contrary, we will assume that our understandings are correct and no other action by Vitas of Texas is required in connection with filing the Application. If any of our understandings are incorrect or if you require any additional information, please do not hesitate to contact me at (305) 350-6074.

Sincerely,

Alyssa R. Barbour
Corporate Counsel

enclosures

Florida Department of State, Sandra B. Mortham, Secretary of State

FILED
98 OCT 13 AM 9:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Vitas Healthcare of Texas, L.P.
(Name of limited partnership as it is in the home state)

2. Vitas Healthcare of Texas, L.P.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.") 7

3. Texas
(State of Formation)

4. 9/24/98
(Date of Formation)

*5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee (City), Florida 32301 (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

By: Karen B. Parr
(Agent must sign on this line)

8. 800 Brazos Austin, TX 78701
(Address of registered office required in state of formation or, if not required, address of principal office.)

9.

NAMES OF GENERAL PARTNERS	STREET ADDRESS
Vitas Healthcare Corporation	100 S. Biscayne Boulevard, Suite 1500 Miami, Florida 33181
P.O. 571	

10. 100 S. Biscayne Boulevard, Suite 1500, Miami, Florida 33181
(Office where Names, Addresses and contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

*The Secreatary of State is appointed the agent of the foreign limited partnership for servic of process if Corporate Services Company's authority has been revoked or cannot be found or served with the exercise of reasonable diligence.

CONTINUED

12. Vitas Holdings Corporation

100 S. Biscayne Blvd., Suite 1500, Miami, Florida 33131
(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 13 AM 9:54

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 9th, October 19 98.

General Partner

Hugh A. Westbrook, Chief Executive Officer and Chairman of Vitas Healthcare Corporation, General Partner of Vitas Healthcare of Texas, L.P.

STATE OF Dade

COUNTY OF Florida

On this 9th day of October, 19 98, Hugh A. Westbrook

personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the bases of _____

GRACIELA THYN
MY COMMISSION # CC 688320
EXPIRES: October 13, 2001
Bonded Thru Notary Public Underwriters

(Notary Public Signature)

(Notary Public Signature)

Seal

My Commission expires: 10/13/2001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared as an authorized officer acting on behalf of the *general partner of* Vitas Healthcare of Texas, L.P. *, a (an)* Texas *Limited partnership hereinafter referred to as the "Partnership", who certifies as follows:*

1. The amount of capital contributions of the limited partners is $ 99.00 .

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $ 0.00 .

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 13 AM 9:54

This 9th day of October ,19 98 .

General Partner

David A. Wester, Chief Financial Officer and Vice President of Vitas Healthcare Corporation, General Partner of Vitas Healthcare of Texas, L.P.

STATE OF Dade
COUNTY OF Florida

On this 9th day of October , 19 98 , David A. Wester personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the bases of _____

(Notary Public Signature)

GRACIELA THYN
MY COMMISSION # CC 668320
EXPIRES: October 13, 2001
Bonded Thru Notary Public Underwriters

(Notary Public Signature)

Seal

My Commission Expires: 10/13/2001