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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

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Vitas HME Solutions, Inc

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CONNIE BRYAN

3/17/00

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 HME Solutions, Inc
(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. 65-0989593
(FEI number, if applicable)
4. February 23, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A 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, FL 33131
(Current mailing address)
8. See Attached Exhibit A
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P O Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

C T Corporation System

Connie Bryan
(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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. WestbrookAddress: 100 South Biscayne BoulevardMiami, FL 33131Vice Chairman: N/A

Address: _____

Director: J.R. Williams, M.D.Address: 100 South Biscayne BoulevardMiami, FL 33131Director: Deirdre LaweAddress: 100 South Biscayne BoulevardMiami, FL 33131**B. OFFICERS** (Street address only – P.O. Box **NOT** acceptable)President: See Attached Exhibit B

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. Robert D. Clark

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

14 Robert D. Clark, Vice President, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)00 MAR 17 PM 2:54
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**EXHIBITS TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

VITAS HME SOLUTIONS, INC.

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.

00 MAR 17 PM 2:54
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

Exhibit B

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

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

Deirdre Lawe
Senior Vice President—Chief of Hospice Operations
100 South Biscayne Blvd.
Miami, FL 33131

David A. Wester
Senior Vice President, Chief Financial Officer, Treasurer and Assistant
Secretary
100 South Biscayne Blvd.
Miami, FL 33131

Peggy Pettit
Senior Vice President—Patient & Family Services
100 South Biscayne Blvd.
Miami, FL 33131

Robert D. Clark
Vice President, General Counsel and Secretary
100 South Biscayne Blvd.
Miami, FL 33131

State of Delaware
Office of the Secretary of State

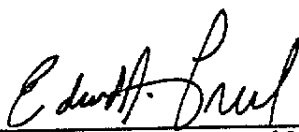
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VITAS HME SOLUTIONS, INC." 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 SIXTEENTH DAY OF MARCH, A.D. 2000.

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

FILED STATE
SECRETARY OF CORPORATIONS
00 MAR 17 PM 2:54





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0319112

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DATE: 03-16-00