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Florida Department of State
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Account Number : PCA000000023
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Chemed Corporation

Certificate of Status	0
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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. Chemed Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 31-0791746

(FBI number, if applicable)

4. April 2, 1970

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. February 24, 2004

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 255 East Fifth Street, 2600 Chemed Center, Cincinnati, OH 45202

(Principal office address)

Same

(Current mailing address)

8. Administrative offices of holding company

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(Zip code)

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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.

CT Corporation System

By: Carol Reed

(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 business addresses of officers and/or directors:

A. DIRECTORSChairman: see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: see attached list

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 Director or Officer listed in number 12 of the application)

14. _____

Naomi C. Bullob, Vice President and Secretary

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

CHEMED CORPORATION**Officers**

Chairman	Edward L. Hutton
President and Chief Executive Officer	Kevin J. McNamara
Executive Vice President and Chief Financial Officer	David P. Williams
Executive Vice President	Spencer S. Lee
Executive Vice President	Timothy S. O'Toole
Vice President and Controller	Arthur V. Tucker, Jr.
Vice President and Secretary	Naomi C. Dallob
Vice President	Thomas C. Hutton
Vice President	John M. Mount
Vice President	Thomas J. Reilly
Assistant Vice President	Janelle M. Jessie
Assistant Vice President	Anthony D. Varnvas
Assistant Controller	Laura A. Volker
Assistant Treasurer	Paula W. Kittner
Assistant Treasurer	Mark W. Stephens
Assistant Secretary	Marian E. Fiechter
Assistant Secretary	Lisa A. Dittman

Directors

Edward L. Hutton	Sandra E. Laney
Kevin J. McNamara	Timothy S. O'Toole
Charles H. Erhart, Jr.	Donald E. Saunders
Joel F. Gemunder	George J. Walsh, III
Patrick P. Grace	Frank E. Wood
Thomas C. Hutton	Donald Breen, Jr.

Director Emeritus

Walter L. Krebs

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— Addresses on following pages —

**CHEMED CORPORATION
OFFICERS SUMMARY INFORMATION**

<u>Title Name</u>	<u>Business Address</u>
Chairman Edward L. Hutton	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
President and Chief Executive Officer Kevin J. McNamara	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Executive Vice President and Chief Financial Officer David P. Williams	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Executive Vice President Spencer S. Lee	Roto-Rooter Management Co. 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Executive Vice President Timothy S. O'Toole	Vitas Healthcare, Inc. 100 S. Biscayne Blvd., 1500 Miami, FL 33131
Vice President and Controller Arthur V. Tucker, Jr.	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Vice President and Secretary Naomi C. Dallo	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Vice President Thomas C. Hutton	Chemed Corporation 1 Rockefeller Plaza, 2702 New York, NY 10020
Vice President John M. Mount	Service America Network, Inc. 2755 NW 63 rd Court Ft. Lauderdale, FL 33309

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Vice President Thomas J. Reilly	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Assistant Vice President Janelle M. Jessie	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Assistant Vice President Anthony D. Vamvas	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Assistant Controller Laura A. Volker	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Assistant Treasurer Paula Kltner	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Assistant Treasurer Mark W. Stephens	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Assistant Secretary Marian Flechtner	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Assistant Secretary Lisa A. Dittman	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202

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CT CORPORATION

P.07
F.07/09**CHEMED CORPORATION
BOARD OF DIRECTORS
SUMMARY INFORMATION****DIRECTORS**

<u>Name</u>	<u>Business Address</u>
Edward L. Hutton	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Charles H. Erhart, Jr.	(Retired)
Joel F. Gemunder	Omnicare Inc. 100 E. RiverCenter, 1800 Covington, KY 41011
Patrick P. Grace	(not applicable)
Thomas G. Hutton	Chemed Corporation One Rockefeller Plaza, 2702 New York, NY 10020
Sandra E. Laney	Cadre Computer Resources 255 E. Fifth Street, 1200 Cincinnati OH 45202
Kevin J. McNamara	Chemed Corporation 255 E. Fifth Street, 2600 Cincinnati, OH 45202
Timothy S. O'Toole	Vitas Healthcare, Inc. 100 S. Biscayne Blvd., 1500 Miami, FL 33131
Donald E. Saunders	Department of Marketing Upham Hall 214C Oxford, OH 45056
George J. Walsh, III	Thompson Hine 1 Chase Manhattan Plaza New York, NY 10005
Frank E. Wood	Secret Communications 312 Walnut Street, 3550 Cincinnati, OH 45202

SECRETARY
TALLAHASSEE, FLORIDA

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Donald Breen, Jr.	John Morrell & Company 805 E. Kemper Road Cincinnati, OH 45246
Walter L. Krebs	(Retired)

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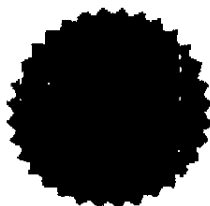
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHEMED 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 NINTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2466179

DATE: 11-09-04

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