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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

VITAS HEALTHCARE CORPORATION OF FLORIDA

Certificate of Status	0
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Effective 12/31/08

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Merger
12/15/08

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Vitas Healthcare Corporation of Florida	Florida	G87584

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Vitas Healthcare Corporation of Central Florida	Delaware	F96000002834
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 19, 2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 19, 2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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 FLORIDA DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 1000 PENNSYLVANIA AVENUE, N.W.
 SUITE 1200
 WASHINGTON, D.C. 20004-4400

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleVitas Healthcare Corporation of FloridaDavid Wester, PresidentVitas Healthcare Corporation of Central FloridaDavid Wester, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Vitas Healthcare Corporation of Florida

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Vitas Healthcare Corporation of Central Florida

Delaware

Third: The terms and conditions of the merger are as follows:

(See attached as Exhibit "A")

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

EXHIBIT A

PLAN OF MERGER

1. Vitas Healthcare Corporation of Central Florida ("VHC of Central Florida"), a Delaware corporation hereby merges itself into Vitas Healthcare Corporation of Florida ("VHC of Florida"), a Florida corporation.
2. The separate existence of VHC of Central Florida shall cease at the effective date of the merger as set forth in the Articles of Merger and VHC of Florida shall continue its existence as the surviving corporation.
3. The articles of incorporation, bylaws, board of directors and officers of VHC of Florida, as in effect immediately prior to the merger, shall continue in full force and effect until they shall thereafter be duly amended or appointed.
4. The issued and outstanding shares of VHC of Central Florida shall not be converted in any manner, but the certificate representing all of the issued and outstanding shares of VHC of Central Florida immediately prior to the effective time and date of merger shall be surrendered to VHC of Florida.
5. The proper officers of VHC of Florida and VHC of Central Florida are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.