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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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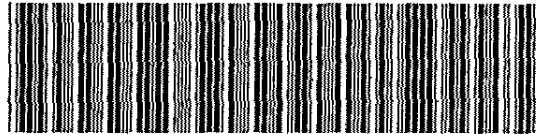
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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June 8, 2004

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: Kindred Hospital Pharmacy Services, Inc.

Dear Sir or Madam:

Enclosed please find an Application for Authorization to Transact Business, a Certificate of Good Standing from the Delaware Secretary of State and a check for \$70.00 for the above-referenced entity.

Please file this application and return evidence to me at your earliest convenience in the enclosed self-addressed stamped envelope.

If you have any questions, please call me at (502) 596-7044. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Deborah Ulin".

Deborah Ulin
Paralegal

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enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Kindred Hospital Pharmacy Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Deborah Ulin
(Name of Person)
Kindred Healthcare, Inc.
(Firm/Company)
680 South Fourth Street
(Address)
Louisville, KY 40202
(City/State and Zip code)

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For further information concerning this matter, please call:

Deborah Ulin at (502) 596-7300
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Kindred Hospital Pharmacy Services, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "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. 31-1537852

(FEI number, if applicable)

4. June 9, 1997

(Date of incorporation)

5. Perpetual

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

6. When filed

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 680 South Fourth Street, Louisville, KY 40202

(Principal office address)

680 South Fourth Street, Louisville, KY 40202

(Current mailing address)

8. Provide Pharmacy Services

(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

(City)

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

By: Susan J. Metz

(Registered agent's signature)

Susan J. Metz

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 business addresses of officers and/or directors:**

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A. DIRECTORS.

Chairman: See attached listing

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached listing

Address: _____

Vice President: _____

Address: _____

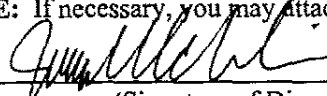
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Joseph L. Landenwich, Secretary
(Typed or printed name and capacity of person signing application)

KINDRED HOSPITAL PHARMACY SERVICES

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Directors

Richard E. Chapman, Director
Richard A. Lechleiter, Director
M. Suzanne Riedman, Director

Officers

William M. Altman	Senior Vice President, Compliance and Government Programs
Richard E. Chapman	Chief Administrative and Information Officer and Senior Vice President
Paul J. Diaz	President and Chief Executive Officer
Stephen M. Dobler	Vice President, Information Systems and Administration
Brian D. Echard	Vice President, Business Development, Pharmacy Division
Dennis J. Ertel	Vice President, Systems Development
Kim Everett-Martin	Vice President, Risk Management
Michael Grannan	Vice President, Purchasing
Hans E. Koehler	Vice President, Liability Claims
Mark A. Laemmle	Vice President, Corporate Finance
Joseph L. Landenwich	Senior Vice President, Corporate Legal Affairs and Corporate Secretary
Ronald C. Lazas	Vice President and Chief Counsel, Hospital Division
Richard A. Lechleiter	Senior Vice President and Chief Financial Officer
John J. Lucchese	Vice President, Finance and Corporate Controller
Katheryn J. Markham	Vice President, Information Systems and Administration
Mark A. McCullough	President, Pharmacy Division
Gregory C. Miller	Vice President, Corporate Development and Financial Planning
Susan E. Moss	Vice President, Corporate Communications
David B. Pearce	Vice President and Chief Counsel, Health Services Division
M. Suzanne Riedman	Senior Vice President and General Counsel
Donald Hank Robinson	Senior Vice President, Tax and Treasurer
Arthur L. Rothgerber	Senior Vice President, Reimbursement
Berard E. Tomassetti	Vice President, Finance, Pharmacy Division
Charles H. Wardrip	Vice President, Information Systems Operations and Telecommunications
Robert G. Weir	Vice President, Operations, Pharmacy Division
David R. Windhorst	Vice President, Financial Systems Development
Anne S. Woods	Vice President, Internal Audit

The address for the above individuals is:
680 South Fourth Street
Louisville, KY 40202

Delaware

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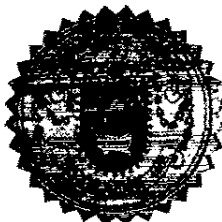
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KINDRED HOSPITAL PHARMACY SERVICES, 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 TWENTY-FOURTH DAY OF MAY, 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.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3129004

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DATE: 05-24-04