

F04000007080

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

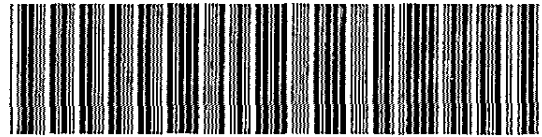
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7p



December 3, 2004

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

RE: KPS Orlando, Inc. Qualification

Dear Sir or Madam:

Enclosed please find an Application to Transact Business in Florida, a Certificate of Good Standing from the Delaware Secretary of State and a check for \$70.00.

Please file this application and return evidence to me at your earliest convenience.

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

dau
enclosures

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KPS Orlando, 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)

For further information concerning this matter, please call:

Deborah Ulin

(Name of Person)

at (502) 596-7044

(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:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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TALLAHASSEE, FLORIDA

**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. KPS Orlando, 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. 20-1693261

(FEI number, if applicable)

4. September 30, 2004

(Date of incorporation)

5. Perpetual

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

6. Upon filing

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

7. 680 South Fourth Street, Louisville, KY 40202

(Principal office address)

680 South Fourth Street, Louisville, KY 40202

(Current mailing address)

8. Healthcare 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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(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: _____

(Registered agent's signature)

Susan J. Metze
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:

A. DIRECTORS

Chairman: See attached listing

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached listing

Address: _____

Vice President: _____

Address: _____

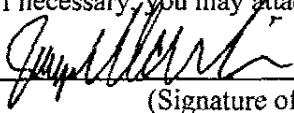
Secretary: _____

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)

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TALLAHASSEE, FLORIDA

KPS ORLANDO, INC.

Directors

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

Officers

Scott A. Burns	Vice President, Sales and Marketing
Richard E. Chapman	Chief Administrative and Information Officer and Senior Vice President
Douglas L. Curnutte	Vice President, Facilities and Real Estate
Michael Grannan	Vice President, Purchasing
Joseph L. Landenwich	Senior Vice President, Corporate Legal Affairs and Corporate Secretary
Richard A. Lechleiter	Senior Vice President and Chief Financial Officer
Mark A. McCullough	President
Gregory C. Miller	Vice President, Corporate Development and Financial Planning
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
Robert G. Weir	Vice President

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

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TALLAHASSEE, FLORIDA

Delaware

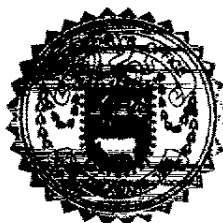
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KPS ORLANDO, 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 NOVEMBER, A.D. 2004.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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040849367

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3500033

DATE: 11-24-04