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2005-NOV-14 P 1:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

11/18/05-01037-008 **70.00

(Document Number)

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2005 NOV 14 P 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Gentiva Health 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:

Douglas Dahlgard

(Name of Person)

Gentiva Health Services, Inc.

(Firm/Company)

3 Huntington Quadrangle, Suite 200 S

(Address)

Melville, NY 11747-4627

(City/State and Zip code)

For further information concerning this matter, please call:

Brigitte Sembler

at (631) 501-7071

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 21, 2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOUGLAS DAHLGARD
3 HUNTINGTON QUADRANGLE
SUITE 200 S
MELVILLE, NY 11747-4627

SUBJECT: GENTIVA HEALTH SERVICES, INC.
Ref. Number: W05000048318

We have received your document for GENTIVA HEALTH SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,450.00.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 705A00064257



3 Huntington Quadrangle, 25
Melville, NY 11747-8943

www.gentiva.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 1, 2005

Florida Department of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: Gentiva Health Services, Inc.
Ref. Number: W05000048318

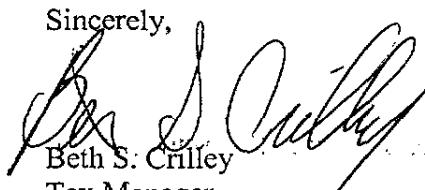
Dear Ms. Agnes Lunt, Document Specialist

This is in response to your letter dated October 21, 2005, a copy attached. Gentiva Health Services, Inc. filed an application for authorization to transact business in Florida as a result of a notice from your office informing the Corporation to do so. The letter mentioned civil penalties relating to transacting business without qualification.

Please be advised that Gentiva Health Services, Inc. is a holding company with no employees or revenue of its own. We were under the impression that controlling subsidiaries in Florida does not constitute transacting business in the State. The operating subsidiaries of Gentiva are registered and have been in good standing with Florida for many years. All taxes are paid in a timely manner. The Gentiva subsidiaries operate over 40 home healthcare offices in Florida and over 250 locations nationwide.

Gentiva Health Services, Inc. and subsidiaries have always maintained the highest standards in complying with all state and local laws. Gentiva certainly will register to do business in the State, if that is what is required, but we respectfully request that the penalties contained in your letter be cancelled or waived. Thank you for your consideration

Sincerely,


Beth S. Crilley
Tax Manager,
631-501-7123

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

2005 NOV 14 P 1:53
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

*SECRETARY OF STATE
TALLAHASSEE, FLORIDA*

1. Gentiva Health 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 **3. 36-4335801**

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/06/1999 **5. perpetual**

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

6. December 18, 2002

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3 Huntington Quadrangle Suite 200 S, Melville, NY 11747-4627

(Principal office address)

3 Huntington Quadrangle Suite 200 S, Melville, NY 11747-4627

(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)

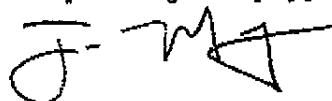
Name: Blumberg Excelsior Corporate Services, Inc.

Office Address: 4435 Old Winter Garden Road

Orlando, Florida 32811
(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.



(Registered agent's signature) JOSE MOJICA, 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Ronald A. Malone

Address: 3 Huntington Quadrangle Suite 200 S, Melville, NY 11747-4627

Director: Edward A. Blechschmidt

Address: 3 Huntington Quadrangle Suite 200 S, Melville, NY 11747-4627

B. OFFICERS

President: Vernon A. Perry

Address: 3 Huntington Quadrangle Suite 200 S, Melville, NY 11747-4627

Vice President: Douglas Dahlgard

Address: 3 Huntington Quadrangle Suite 200 S, Melville, NY 11747-4627

Secretary: John Potapchuk

Address: 3 Huntington Quadrangle Suite 200 S, Melville, NY 11747-4627

Treasurer: John Potapchuk

Address: 3 Huntington Quadrangle Suite 200 S, Melville, NY 11747-4627

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. Douglas Dahlgard

Vice President - Tax

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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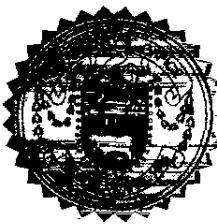
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENTIVA HEALTH 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 SEVENTH DAY OF OCTOBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GENTIVA HEALTH SERVICES, INC." WAS INCORPORATED ON THE SIXTH DAY OF AUGUST, A.D. 1999.

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



3078721 8300

050822184

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4211531

DATE: 10-07-05