

Division of Corporations

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Florida Department of State
Division of Corporations
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Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN PROFIT/NONPROFIT CORPORATION

Odyssey HealthCare of Manatee County, Inc.

Certificate of Status	1
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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. Odyssey HealthCare of Manatee County, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 18, 2006 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 717 N. Harwood, Suite 1500, Dallas, Texas 75201
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 717 N. Harwood, Suite 1500, Dallas, Texas 75201
(Principal office address)
717 N. Harwood, Suite 1500, Dallas, Texas 75201
(Current mailing address)

8. hospice 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: CT 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.

CT Corporation System

By: Jeffrey D. Butterfield
(Registered agent's signature) 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: Robert A. Lefton (Director)

Address: 717 N. Harwood, Suite 1500

Dallas, Texas 75201

Vice Chairman: W. Bradley Bickham (Director)

Address: 717 N. Harwood, Suite 1500

Director: Woodrin Grossman

Address: 717 N. Harwood, Suite 1500

Director: _____

Address: _____

B. OFFICERS

President: Robert A. Lefton

Address: 717 N. Harwood, Suite 1500

Dallas, Texas 75201

Vice President: Woodrin Grossman (Senior Vice President, Strategy and Development)

Address: 717 N. Harwood, Suite 1500

Dallas, Texas 75201

Secretary: W. Bradley Bickham (Vice President, General Counsel and Secretary)

Address: 717 N. Harwood, Suite 1500, Dallas, Texas 75201

Treasurer: Douglas B. Cannon (Senior Vice President, CFO and Treasurer)

Address: 717 N. Harwood, Suite 1500, Dallas, Texas 75201

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

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

14. W. Bradley Bickham, Vice President, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

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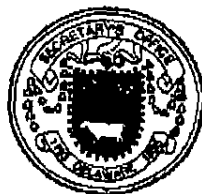
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ODYSSEY HEALTHCARE OF MANATEE COUNTY, 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 NINETEENTH DAY OF OCTOBER, A.D. 2006.

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



4237486 8300

060957941

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5127573

DATE: 10-19-06