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**Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Odyssey Healthcare of Hillsborough County, Inc.

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J. Shivers APR 23 2007

**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 Hillsborough 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. April 19, 2007 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(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)
SAME
(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: 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: *Carrie Bugan Special Asst. Secy*
(Registered agent's signature)

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, TX 75201

Vice Chairman: W. Bradley Bickham (Director)

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

Director: Woodrin Grossman

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

Director: _____

Address: _____

B. OFFICERS

President: Robert A. Lefton

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

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

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

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

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

Treasurer: Rodney Dirk Allison (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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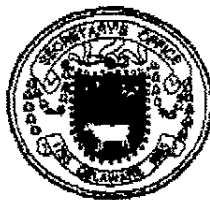
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ODYSSEY HEALTHCARE OF HILLSBOROUGH 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 TWENTIETH DAY OF APRIL, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ODYSSEY HEALTHCARE OF HILLSBOROUGH COUNTY, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF APRIL, A.D. 2007.

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

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070456871



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5609579

DATE: 04-20-07