

F0800000666

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000037509 3)))



H080000375093ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FILED
08 FEB 12 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kathy Drake
X2959

FOREIGN PROFIT/NONPROFIT CORPORATION

Vitas Solutions, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

MRS 2/13

Electronic Filing Menu

Corporate Filing Menu

Help

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. VITAS Solutions, 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.

(FEI number, if applicable)

4. 01/25/2008

(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. 100 South Biscayne Blvd., Suite 1500 Miami, Fl. 33131

(Principal office address)

Same as above

(Current mailing address)

8. Delivery of 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: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

Florida **32301**

(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)

**Sarah K. Drake
as its agent**

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.

FILED
08 FEB 12 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

(SEE ATTACHMENT "A")

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

(SEE ATTACHMENT "B")

President: _____

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)

Naomi Dallob, Secretary

14. _____

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

Attachment A

VITAS SOLUTIONS, INC.

Board of Directors

Timothy S. O'Toole
Chief Executive Officer
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

David A. Wester
President, Chief Financial Officer
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Deirdre Lawe
Executive Vice President, Development & Public Affairs
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Peggy Pettit
Executive Vice President & Chief Operating Officer
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Attachment B

VITAS SOLUTIONS, INC.

Officers

Timothy S. O'Toole
Chief Executive Officer
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

David A. Wester
President & Chief Financial Officer
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Deirdre Lawe
Executive Vice President - Strategic Development & Public Affairs
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Peggy Pettit
Executive Vice President - Chief Operating Officer
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

Naomi C. Dallob
Secretary & General Counsel
100 South Biscayne Boulevard, Suite 1500
Miami, Florida 33131

David P. Williams
Vice President
2600 Chemed Center
255 East Fifth Street
Suite 2600
Cincinnati, Ohio 45202

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VITAS SOLUTIONS, 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 TWELFTH DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VITAS SOLUTIONS, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2008.

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

FILED
08 FEB 12 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



4494975 8300

080147834

You may verify this certificate online at corp.delaware.gov/aushvex.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6376960

DATE: 02-12-08