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FOREIGN LIMITED LIABILITY COMPANY

GENTIVA REHAB WITHOUT WALLS, LLC

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. GENTIVA REHAB WITHOUT WALLS, LLC

(Name of foreign limited liability company)

2. DELAWARE

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 08-1725406

(FEI number, if applicable)

4. 5/3/2004

(Date of Organization)

5. PERPETUAL

(Duration: Year limited liability company will cease to
exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 3 HUNTINGTON QUADRANGLE, 2S, MELVILLE, NY 11747

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

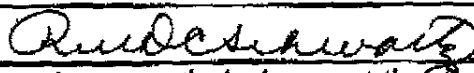
9. The name and usual business addresses of the managing members or managers are as follows:

SEE ATTACHED RIDER

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

HEALTHCARE AND HEALTHCARE RELATED SERVICES


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)
GENTIVA HEALTH SERVICES (USA), INC., SOLE MEMBER

Typed or printed name of signee

RUTH C. SCHWARTZ, ASST. SECY.

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62 White Street, New York, NY 10013

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

GENTIVA REHAB WITHOUT WALLS, LLC

2. The name and the Florida street address of the registered agent and office are:

BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.

(Name)

4435 OLD WINTER GARDEN RD.

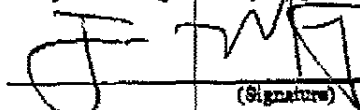
Florida street address (P.O. Box NOT ACCEPTABLE)

ORLANDO

FL 32811

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

BLUMBERGEXCELSIOR CORPORATE SERVICES, INC

JOSE MOJICA, ASST. SECY.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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GENTIVA REHAB WITHOUT WALLS, LLC**OFFICERS**

Chief Executive Officer	Ronald A. Malone	3 Huntington Quadrangle, Suite 200S Melville, NY 11747-4627
President & Chief Operating Officer	Vernon A. Perry	3 Huntington Quadrangle, Suite 200S Melville, NY 11747-4627
Senior Vice President, Chief Financial Officer, Treasurer & Secretary	John R. Potapchuk	3 Huntington Quadrangle, Suite 200S Melville, NY 11747-4627
Senior Vice President, Nursing Operations	Robert Creamer	3 Huntington Quadrangle, Suite 200S Melville, NY 11747-4627
Vice President & Chief Compliance Officer	Christopher L. Anderson	3 Huntington Quadrangle, Suite 200S Melville, NY 11747-4627
Vice President & General Counsel	Stephen B. Paige	3 Huntington Quadrangle, Suite 200S Melville, NY 11747-4627
Assistant Secretary	Ruth C. Schwartz	12900 Foster Street Overland Park, KS 66213

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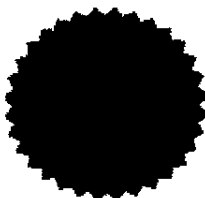
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENTIVA REHAB WITHOUT WALLS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GENTIVA REHAB WITHOUT WALLS, LLC" WAS FORMED ON THE FIFTH DAY OF MAY, A.D. 2004.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3124249

DATE: 05-20-04