

m98000000895

Hospice Pharmacia LLC

Requestor's Name

1401 Market St, ste 3350

Address

Philadelphia, PA 19103

City/State/Zip

Phone #

000002554070--9  
-06/10/98--01011--001  
\*\*\*285.00 \*\*\*285.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 17 PM 4:24

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Name Availability	<i>MJA</i>
Document Examiner	<i>MJA</i>
Updater	<i>MJA</i>
Updater Verifier	<i>MJA</i>
Acknowledgement	<i>MJA</i>
W. P. Verifier	<i>MJA</i>

m98-895

*SECRETARY*

Examiner's Initials	
---------------------	--



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 11, 1998

HOSPICE PHARMACIA LLC  
1601 MARKET ST., STE 3350  
PHILADELPHIA, PA 19103

SUBJECT: HOSPICE PHARMACIA LLC  
Ref. Number: W98000013368

We have received your document for HOSPICE PHARMACIA LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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 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 and penalty fees is \$1188.75.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 198A00032644

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 17 PM 4: 24

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

August 7, 1998

RE: Penalty per letter #198A00032644

Dear Michelle Hodges,

Enclosed with the resubmission of the Application by Foreign LLC to Transact Business in Florida is the letter from your office numbered 198A00032644 stating that there is penalty due your office of \$1,000 for being unqualified to operate in Florida. We would like to get the penalty abated due to the fact that Hospice Pharmacia, LLC (EIN# 23-2926381) took over operations from a predecessor C corporation, Hospice Pharmacia, Inc. (EIN# 23-2792665), that was qualified to operate in Florida on 1/1/98. There was no intent to defraud the state of any monies due them just an assumption that since the C corporation was qualified that after a change of organization the ensuing LLC would also be qualified.

Thank you for your prompt attention to this matter. If you have any further questions regarding this matter please do not hesitate to call us at (215)-557-7322.

Sincerely,

  
Calvin Knowlton, CEO  
Hospice Pharmacia, LLC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 17 PM 4: 24

Application by Foreign LLC to Transact Business in Florida

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

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

- 1. Hospice Pharmacia LLC
2. Delaware
3. 23-2926381
4. 07/14/1997
5. Perpetual
6. 07/14/1997
7. 1601 Market Street, Suite 3350 Philadelphia, PA 19103

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

Table with 4 columns: NAME & ADDRESS, TITLE, NAME & ADDRESS, TITLE. Row 1: See attached.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 AUG 17 PM 4: 24

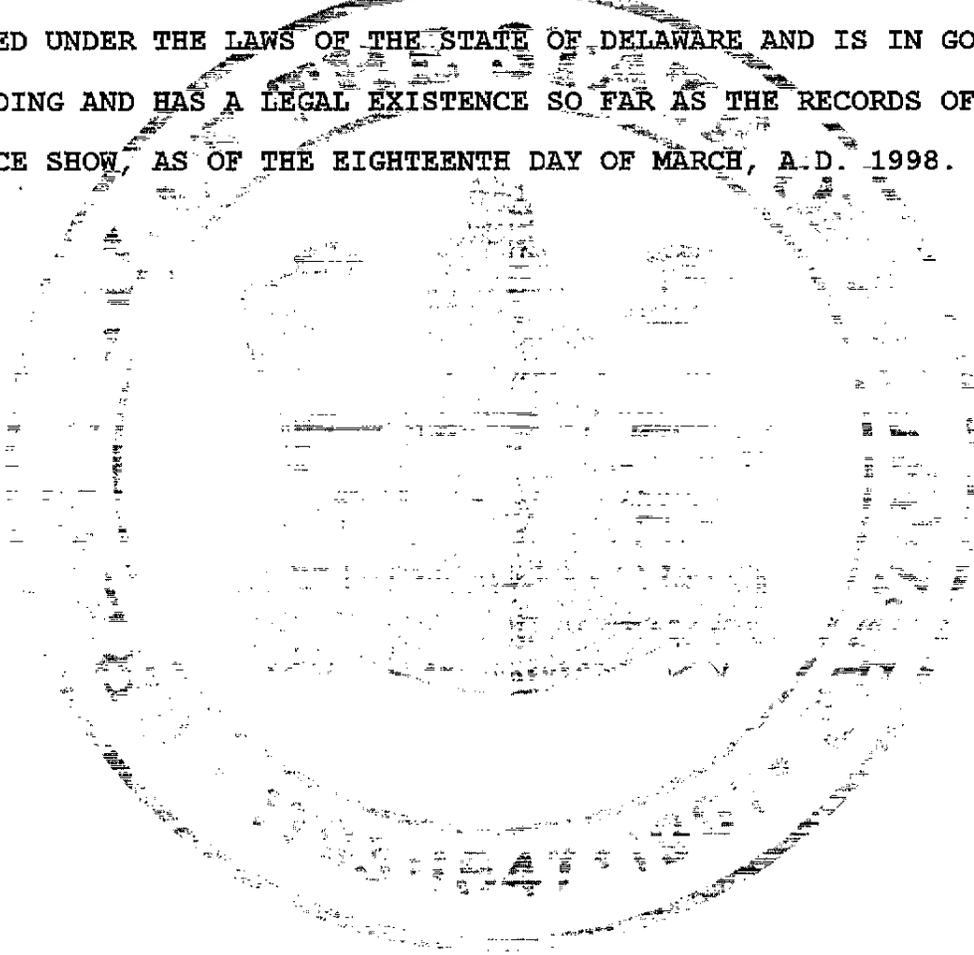
HOSPICE PHARMACIA, LLC  
OWNERSHIP

NAME OF OWNER	BUSINESS ADDRESS	# OF SHARES	% OF OWNERSHIP	TITLE
HOSPICE PHARMACIA, INC.	1601 MARKET ST, STE 3350 PHILADELPHIA, PA 19103	14,554,741	78.5944%	MGMR
12/31/93 TRUST		1,982,025	10.7028%	
11/5/74 TRUST		1,982,025	10.7028%	
	TOTALS	18,518,791	100.0000%	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 17 PM 4: 24

State of Delaware  
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOSPICE PHARMACIA 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 EIGHTEENTH DAY OF MARCH, A.D. 1998.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 17 PM 4: 24



*Edward J. Freel*

Edward J. Freel, Secretary of State

2772986 8300  
981098694

AUTHENTICATION: 8977641  
DATE: 03-18-98

Certificate of Designation of Registered Agent/Registered Office

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Hospice Pharmacia LLC

2. The name and address of the registered agent and office is:

Stephen G. Reeder

(Name)

3904 Corporex Park Drive

Suite 120

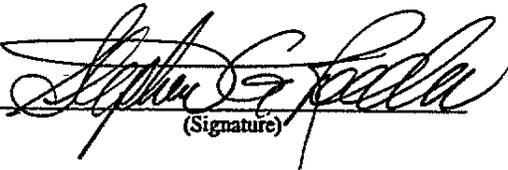
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

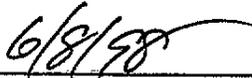
Tampa, Florida 33619

(City/State/Zip)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 17 PM 4: 24

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.

  
(Signature)

  
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Hospice  
Pharmacia LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$3,964,050
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$3,964,050  
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$3,964,050

  
Signature of a member or authorized representative of a member. Calvin H. Knowlton CEO

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 17 PM 4: 24