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REFERENCE : 224700 4388326

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 17, 2001

ORDER TIME : 10:19 AM

ORDER NO. : 224700-005

CUSTOMER NO: 4388326

CUSTOMER: Christina Sinck, Paralegal
Reed Smith

1301 K Street, N.w.
Suite #1100, East Tower,
Washington, DC 20005

FILED
2001 JUL 18 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DOMESTIC FILING

NAME: HEARTLAND HOSPICE SERVICES OF
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 18 AM 10:39
TO ATTORNEY GENERAL
SUFFICIENCY OF FILING

7/18/01

ARTICLES OF INCORPORATION

OF

HEARTLAND HOSPICE SERVICES OF FLORIDA, INC.
(A Florida Not For Profit Corporation)
(In Compliance With Chapter 617, Florida Statutes)

FILED

2001 JUL 18 PM 12:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name:

The name of the corporation shall be Heartland Hospice Services of Florida, Inc.
(the "Corporation").

Article II - Principal Office:

The principal place of business and mailing address of the Corporation shall be
333 North Summit Street, 16th Floor, Toledo, OH 43604.

Article III - Purpose:

The Corporation is formed for the following purposes:

- (i) To provide hospice and palliative medical care and related services;
- (ii) To own and/or operate one or more hospice programs that provide a comprehensive range of hospice and palliative medical care and related services that focus primarily on improving the quality of life of terminally ill patients and their families; and
- (iii) To engage in, promote, conduct and carry on any lawful acts or activities for which not for profit corporations may be organized under Chapter 617 of Title XXXVI of the Florida Statutes.

Article IV - Manner of Appointment of Directors:

The directors of the Corporation shall be appointed by the Corporation's sole member in the manner set forth in the bylaws of the Corporation.

Article V - Initial Directors:

The number of directors constituting the initial board of directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors of the Corporation until the first annual meeting or until their successors are appointed and qualified are:

<u>Name</u>	<u>Address</u>
Keith Weikel	333 North Summit Street 16 th Floor Toledo, OH 43604
Rodney Hildebrant	333 North Summit Street 16 th Floor Toledo, OH 43604
William Chenevert	333 North Summit Street 16 th Floor Toledo, OH 43604

Article VI - Members:

The sole member of the Corporation shall be Heartland Hospice Services, Inc., an Ohio corporation.

Article VII - Initial Registered Agent and Street Address:

The initial registered agent of the Corporation, and street address of such registered agent, is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

Article VIII - Incorporator:

The incorporator of the Corporation is Robert D. Clark, 1301 K Street, NW, Suite 1100, East Tower, Washington, DC 20005.

Article IX - Bylaws:

Provisions for the regulation of the internal affairs of the Corporation, except as provided in these Articles of Incorporation, shall be determined and fixed by the Corporation's bylaws as adopted by the Corporation's board of directors.

Article X - Liability of Directors:

To the fullest extent that the laws of the State of Florida as now in effect or as hereafter amended, permit elimination or limitation of the liability of incorporators, directors and uncompensated officers, no incorporator, director or officer of the Corporation shall be personally liable to the Corporation or its member for monetary damages as such for any action taken, or any failure to take any action, as an incorporator, director or officer. The provisions of this Article shall be deemed to be a contract with each incorporator, director or officer of the

Corporation who serves as such at any time while this Article is in effect and each such incorporator, director or officer shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption by any bylaw or provision of these Articles which has the effect of increasing incorporator, director or officer liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Maureen Cull
Corporation Service Company, Registered Agent

7/12/01
Date

Robert D. Clark
Robert D. Clark, Incorporator

7/16/01
Date

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2001 JUL 18 PM 12:30
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TALLAHASSEE FLORIDA