

Filing Fee: \$100.00

ID Number: 131285



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**LIMITED PARTNERSHIP**

**APPLICATION FOR CERTIFICATE OF REGISTRATION**

(To Be Filed In Duplicate Original)

RECEIVED  
CORPORATIONS DIVISION  
APR 10 11 44 AM

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Odyssey HealthCare Operating B, LP  
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")  
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Delaware  
and the date of its formation is May 8, 2001

3. The general character of the business it proposes to transact in Rhode Island is:  
Provider of hospice care services.

4. The name and address of the agent for service of process is CT CORPORATION SYSTEM  
(Name of Agent)  
10 Weybosset Street Providence, RI 02903  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:  
1209 Orange Street, Wilmington, Delaware 19801

**FILED**

APR 10 2003

By [Signature] 3/16/03

7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
<u>Odyssey HealthCare GP, LLC</u>	<u>717 N. Harwood, Suite 1500, Dallas, Texas 75201</u>
_____	_____
_____	_____
_____	_____
_____	_____

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

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

9. A mailing address for the foreign limited partnership is 717 N. Harwood, Suite 1500, Dallas, Texas 75201

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

Date: April 7, 2003

ODYSSEY HEALTHCARE OPERATING B, LP  
Print Exact Name of Limited Partnership Making Application

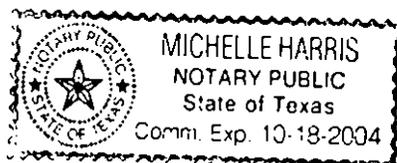
By *[Signature]*  
General Partner

Odyssey HealthCare GP, LLC, general partner  
By: Douglas B. Cannon, Sr. Vice President

STATE OF TEXAS  
COUNTY OF DALLAS

In Dallas, Texas, on this 7<sup>th</sup> day of April, 2003, personally appeared before me Douglas B. Cannon who, being by me first duly sworn, declared that he/she is Sr. Vice Pres. of the general partner of Odyssey HealthCare Operating B, LP, that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true.

*Michelle Harris*  
Notary Public  
My Commission Expires: 10-18-2004



# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ODYSSEY HEALTHCARE OPERATING B, LP" 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 THIRD DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2348434

030223407

DATE: 04-03-03