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From:
Account Name : CORPORATE CREATIONS CHICAGO, L.L.C
Account Number : 110450001334
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REGISTERED AGENT CHANGE

AMERICA'S HEALTH CARE/RX PLAN AGENCY, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 30, 2004

AMERICA'S HEALTH CARE/RX PLAN AGENCY, INC.
200 WEST MADISON STREET, SUITE 550
CHICAGO, IL 60606

SUBJECT: AMERICA'S HEALTH CARE/RX PLAN AGENCY, INC.
REF: F03000003570

Resubmit

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Michelle Milligan
Document Specialist

FAX Aud. #: H04000176454
Letter Number: 504ADD0052616

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Statement of Change of Registered Office or Registered Agent
or Both for Corporations

Pursuant to the provisions of section 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: America's Health Care/Rx Plan Agency, Inc.

2. The mailing address of the corporation is:

200 West Madison Street
Suite 550
Chicago IL 60606

3. Date of incorporation/qualification: 7/17/2003 Document Number: _____

4. The name and address of the current registered agent and office:


CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

By: 
Michael Owens
President

Date: 8/23/04

by Benjamin Murphy as attorney-in-fact

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

By: 
Brian K. Forns Corporate Creations Network, Inc.

Date: 8/26/04

Corporate Creations Chicago L.L.C.
3023 North Clark Street #318
Chicago IL 60657
(773) 935-3920

H04000176454 3

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4040001764543

POWER OF ATTORNEY

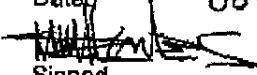
POWER OF ATTORNEY made this 28th day of July, 2004.

1. Insurance Capital Management, Inc., a Delaware corporation, of 200 West Madison Street, Suite 550, Chicago, Illinois 60606, hereby appoints BENJAMIN MURPHY of 200 West Madison Street, Suite 550, Chicago, Illinois 60606, as its attorney-in-fact ("agent") to act on behalf of and in its name with respect to the following activities:

To sign, acknowledge, deliver, receive, and otherwise handle on behalf of said corporation all documents relating to entity formations, foreign state qualifications, amendments thereto, entity dissolutions and/or revocations of applications to transact business, state annual reports, and/or change of registered agent and/or office.

- 2. This power of attorney shall become effective upon the signing and witnessing of this document.
- 3. This power of attorney shall be in effect until affirmatively terminated.

Dated 08-02-04



Signed
Michael Owens, PRESIDENT
Insurance Capital Management, Inc.

THIS POWER OF ATTORNEY WILL NOT BE EFFECTIVE UNLESS IT IS NOTARIZED

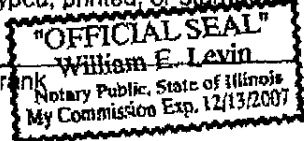
State of Illinois
County of Cook

The undersigned, a notary public in and for the above county and state, certifies that Michael Owens, known to me to be the same person whose name is subscribed as President of Insurance Capital Management, Inc. to the foregoing power of attorney, appeared before me in person and acknowledged signing and delivering the instrument as the free and voluntary act of the principal, for the uses and purposes therein set forth.

Dated: 8-2-04

William E. Levin
Notary Public

WILLIAM E. LEVIN
Name typed, printed, or stamped



Title or rank _____ Serial Number (if applicable) _____

My commission expires _____

This document was prepared by:
Name: Margaret K. Cook, Corporate Creations Chicago L.L.C.
Address: 3023 N. Clark St. #318, Chicago, IL 60657

4040001764543