



New York, NY

Albany, NY

Dover, DE

Los Angeles, CA

422339

February 14, 2000

RE: Florida Life Care, Inc.

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300003135793--9
-02/15/00--01079--007
*****35.00 *****35.00

Attention: Corporate Filing Clerk

Kindly file the duplicated Statement of Change of Agent Form for the attached referenced corporation, returning a filed stamped copy to us in the self-addressed, stamped envelope provided for your convenience ASAP.

We are enclosing a check for \$35.00 payable to you for this filing.

Please contact the undersigned at (800) 221-0102, if there are any problems or questions before returning the filing.

Thank you for your assistance.

Sincerely,

John Morrissey
Assistant Vice President

JM:moc
Enclosures

RA Charge
2-28-00
DVS

FILED
00 FEB 15 AM 11:21
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.050, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA 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: Florida Life Care, Inc.
2. The mailing address of the corporation is: 10065 RED RUN BLVD, OWINGS MILLS, MD
3. 21117
4. Date of incorporation/qualification: 03/28/1973 Document number: 422339
5. The name and address of the current registered agent and office:

C T Corporation Systems
1200 S. Pine Island Road
Plantation, FL 32324

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

00 FEB 15 AM 11:21

FILED

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

NATIONAL CORPORATE RESEARCH, LTD., INC.
1406 Hays Street, Suite #2, Tallahassee, FL 32301

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.

Melissa Warlow
(Signature of an officer, chairman or vice chairman of the board)

2/16/00
(Date)

Melissa Warlow, Vice President
(Printed or typed name and title)

2/16/00
(Date)

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of any position as registered agent.

[Signature]
(Signature of Registered Agent)

2/16/00
(Date)

If signing on behalf of an entity:

John L. Morrissey Assistant Vice President
(Typed or Printed Name) (Capacity)