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January 22, 2001

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

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*****35.00 *****35.00

Re: 1CarePlace, Inc., Change of Registered Agent

Dear Sir or Madam:

Enclosed for filing please find a Statement of Change of Registered Agent. Please date-stamp the enclosed copy and return to this office in the self-addressed stamped envelope.

Also enclosed please find a check for \$35.00 for the filing fee.

Thank you.

Yours truly,



Dean Papademetriou

DP/mlf
Enclosures

cc: Robert J. Griffin, Esq. (w/o encl)
Elka T. Sachs, Esq. (w/o encl)

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01 MAR 12 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA. Change

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 30, 2001

DEAN PAPADEMETRIOU
KROKIDAS & BLUESTEIN LLP
141 TREMONT STREET
BOSTON, MA 02111

SUBJECT: 1CAREPLACE, INC.
Ref. Number: F00000006227

We have received your document for 1CAREPLACE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attached form must be completed in order to file the document.

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) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 901A00005524

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March 5, 2001

Florida Department of State
Division of Corporations
Attn: Teresa Brown, Corporate Specialist
P.O. Box 6327
Tallahassee, FL 32314

Re: 1CarePlace, Inc., Change of Registered Agent

Dear Sir or Madam:

As a follow-up to Letter 901A00005524, enclosed for filing please find a Statement of Change of Registered Agent for Corporations. Please date-stamp the enclosed copy and return to this office in the self-addressed stamped envelope. We already submitted a check for \$35.00 for the filing fee.

Thank you.

Very truly yours,

Dean Papademetriou

Dean Papademetriou

DP/mlf
Enclosures

cc: Robert J. Griffin, Esq. (w/o encl)
Elka T. Sachs, Esq. (w/o encl)

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

Pursuant to the provisions of sections 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 : Care Place, Inc.

2. The mailing address of the corporation : 970 Illinois Avenue
Bangor, ME 04401

3. Date of incorporation/qualification: November 6, 2000 Document number: F00000062228

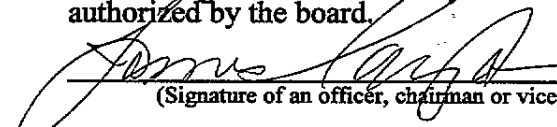
4. The name and address of the current registered agent and registered office:
CT Corporation
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and /or registered office (if changed):
FCP, Inc.
2763 1st Avenue North
St. Petersburg, FL 33713

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

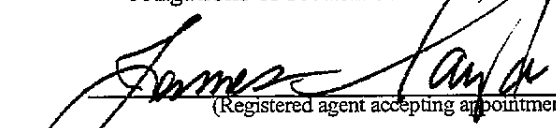

(Signature of an officer, chairman or vice chairman of the board)

2/14/01
(Date)

James Souza, President
(Printed or typed name and title)

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 my position as registered agent.

Signature of new registered agent, if applicable:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0502, Florida Statutes.


(Registered agent accepting appointment)

1/10/01
(Date)

James Souza,
President of FCP, Inc.

FILING FEE: \$35.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations P. O. Box 6327 - Tallahassee, FL 32314