



America's Long-Term Healthcare Network

Vencor, Inc. 400 West Market Street Suite 3300 Louisville, Kentucky 40202-3372 (502) 596-7300 (502) 596-7600 Fax

F94000000596

January 15, 1999

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
99 JAN 19 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Medisave of Florida, Inc.- Corporate document No. F94000000596

Dear Sir or Madam:

Enclosed is an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Medisave of Florida, Inc., a Delaware corporation which was filed 02/07/94, and a check in the amount of \$35.00 made payable to the Florida Department of State. Please file this application and return a copy of the filing to me in the enclosed, self-addressed envelope.

If you have any questions or need additional information, please give me a call at (502) 596-7367. Thank you for your assistance.

Sincerely,

VENCOR, INC.

Adele M. DeFosset

Adele M. DeFosset
Corporate Records Paralegal

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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Medisave of Florida, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

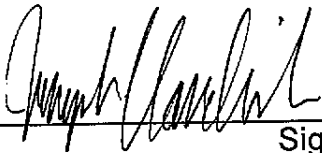
400 West Market Street, Suite 3300

(Mailing Address)

Louisville, KY 40202

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

January 7, 1999

Date

Joseph L. Landenwich

Typed or printed name

Secretary

Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA