



THE UNITED STATES
CORPORATION
COMPANY

F95000002455

ACCOUNT NO. : 072100000032

REFERENCE : 029819 5028257

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 35.00

ORDER DATE : November 12, 1998

ORDER TIME : 12:38 PM

ORDER NO. : 029819-470

CUSTOMER NO: 5028257

CUSTOMER: Ms. Michelle H. Ancosky
Magellan Health Services, Inc. 000002690650--3
3414 Peachtree Rd., N.e.
Suite 1400
Atlanta, GA 30326

CHANGE OF AGENT

NAME: MBC OF AMERICA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

RECEIVED

98 NOV 18 PM 1:23

DIVISION OF CORPORATION

FILED

98 NOV 18 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JRW 11/18

*** FILING FEE: \$35.00 ***

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 is: MBC OF AMERICA, INC.
2. The mailing address of the corporation is: Attn: Michelle Ancosky, P.O. Box 209, Macon, GA 31202
3. Date of incorporation/qualification: May 19, 1995 Document number: F95000002455
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)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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

11/2/98
(Date)

CHARLOTTE A. SANFORD, Vice President

(Printed or typed name and title)

(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 my position as registered agent.

Corporation Service Company

[Signature]
(Signature of Registered Agent)

11/2/98
(Date)

If signing on behalf of an entity:

KAREN B. ROZAR

(Typed or Printed Name)

Assistant Vice President

(Capacity)