

F97000002689

TABAS, FREEDMAN & SOLOFF, P.A.
ATTORNEYS AT LAW

THE INGRAHAM BUILDING
25 SOUTHEAST SECOND AVENUE • SUITE 919
MIAMI, FLORIDA 33131-1538
TEL (305) 375-8171
FAX (305) 381-7708
WWW.TFSLAW.COM

LEYZA FLORIN BLANCO
AMBER DONNER
GARY M. FREEDMAN*
STACEY F. SOLOFF
JOEL L. TABAS**

* BOARD CERTIFIED IN CREDITORS' RIGHTS LAW
ALSO ADMITTED IN MASSACHUSETTS
** BOARD CERTIFIED IN BUSINESS BANKRUPTCY

February 28, 2001

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Flagship Healthcare, Inc., ("Flagship") and related entities**
Case No. 00-10050-BKC-RAM (Jointly Administered)
Case Nos. 00-10071-BKC-RAM through 00-10093-BKC-RAM

FILED
01 MAR -5 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

This firm represents Joel L. Tabas, Trustee, the duly appointed and acting bankruptcy trustee for the above referenced Debtors.

We have enclosed herein a Statement of Change of Registered Office or Registered Agent Form ("statement of change") for the following entities:

- Flagship Healthcare, Inc.
- FHH of Broward, Inc.
- FHH Central FL, Inc.
- Flagship Home Health of Broward County, Inc.
- Flagship Home Health of Central Florida, Inc.
- Flagship Home Health of N. Florida, Inc.
- Flagship Home Health of Tampa, Inc.
- Flagship Home Health of Orange County, Inc.
- Flagship Home Health of Miami-Dade, Inc.
- Flagship Home Health of the Palm Beaches, Inc.
- Flagship Rehab Plus, Inc.
- Flagship Professional Rehab Associates, Inc.
- FHC Acquisition Holdings, Inc.
- FHC Acquisition Corp., Inc.
- Flagship Pharmacy, Inc.
- Flagship Pharmacy of Central Florida, Inc.
- Flagship Pharmacy of Cooper City, Inc.
- Flagship Pharmacy Holdings, Inc.
- Flagship Pharmacy of Tampa, Inc.
- Flagship Immunology of Golden Glades, Inc.
- Flagship Provider Network, Inc.
- Flagship Durable Medical Equipment Corp.

4000003797994--1
-03/05/01--01085-017
*****770.00 *****35.00

POA Change
3-8-01
MTC

Page 2
February 27, 2001
Secretary of State
Division of Corporation

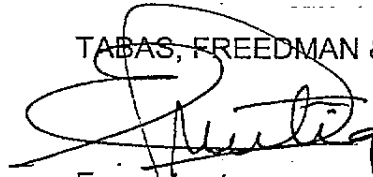
We have also enclosed an additional copy of each statement of change along with a self addressed stamped envelope, and request that you file stamp same and return it to my attention for our records.

Additionally, we enclose the Trustee's check number 839 in the amount of \$770.00, to cover the filing fee associated with the 22 statements of change.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

TABAS, FREEDMAN & SOLOFF, P.A.

A handwritten signature in black ink, appearing to read 'Emma Lastra', is written over the typed name and title.

Emma Lastra
Legal Assistant

Enclosures (as stated)

cc: Joel L. Tabas, Trustee

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 : Flagship Professional Rehab Associates, Inc.
2. The mailing address of the corporation : 8000 Governors Square Blvd. Suite 300
Miami Lakes, Florida 33016
3. Date of incorporation/qualification: 05/21/97 Document number: F97000002689
4. The name and address of the current registered agent and office:

Kenneth Veneziano

8000 Governors Square Blvd. Suite 300

Miami Lakes, Florida 33016

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

Joel L. Tabas, Trustee

For the estate of Flagship Professional Rehab Associates, Inc.

25 S.E. 2nd Avenue - Suite 919

Miami, Florida 33131

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)

(Date)

Joel L. Tabas, Trustee

For the estate of Flagship Professional Rehab Associates, Inc.

(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 Registered Agent)

(Date)

Joel L. Tabas, Trustee for the estate of Flagship Professional Rehab Associates, Inc.
If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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