

F99000006135

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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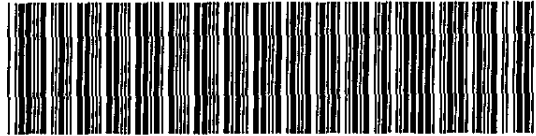
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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bodker»ramsey»andrews
winograd»wildstein

April 13, 2005

VIA FIRST CLASS MAIL

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

Re: Change of Registered Agent
The Health Care Group, Inc.
Our File No: 111051.05

Dear Sir or Madam:

Enclosed you will find an executed change of Registration Agent form for the above-referenced corporation.

Also enclosed is our check in the sum of \$35.00, representing the fees for the change. We would appreciate it if you would return to us a stamped copy of the change form, indicating that it has been received by your office.

Thank you for your cooperation. In the event you have any questions, please do not hesitate to contact us.

Very truly yours,

BODKER, RAMSEY, ANDREWS,
WINOGRAD & WILDSTEIN, P.C.

Stephanie Gallagher
Corporate Paralegal

SLG

Enclosure

cc: Robert D. Wildstein
The Health Care Group, Inc. (w/enclosure)

**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, this statement of change is submitted for a corporation organized under the laws of the State of Georgia in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: The Health Care Group, Inc. (Of Georgia)
2. The principal office address: 750 Park Ave 11th Floor, 11SE
Atlanta, Georgia 30328
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 11-29-1999 Document number: F99000006135

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Walter B. Wildstein

78 Windward Lane

Rosemary Beach, FL 32481

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Richard Greenberg, Esq.

325 W. Park Ave.

(P.O. Box NOT acceptable)

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, or the corporation has been notified in writing of the change.

(Signature of an officer or director)

Walter B. Wildstein, President

(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

RGR

(Signature of Registered Agent)

4/8/05

(Date)

If signing on behalf of an entity:

Richard Greenberg, Esq.

(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314