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March 6, 2001

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations, Amendment Section
409 E. Gaines St.
Tallahassee, FL 32399

Re: Change of Registered Office and Registered Agent

Dear Sir or Madam:

Enclosed for filing are Statements of Change of Registered Office and Agent for the following seven companies along with a check in the amount of \$175 for the total filing fee of \$25 each.

1. Senior Health - Alpine, LLC
2. Senior Health - South Heritage, LLC L-14722
3. Senior Health - Winter Haven, LLC
4. Senior Health - First Coast, LLC
5. Senior Health - Treasure Isle, LLC
6. Senior Health - Concordia, LLC
7. Senior Health Properties - South, Inc.

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-03/08/01--01014--001
****175.00 ****25.00

Please acknowledge receipt of the enclosures by stamping and returning the additional copy of this letter in the envelope provided herein.

If you have any questions concerning the above, please call me at the above direct dial telephone number.

Very truly yours,

Theresa M. Banson
Senior Corporate Paralegal

encls.

cc: Carol A. Tschop

Harry D. Madonna, Esquire
One Logan Square • Philadelphia, Pennsylvania 19103-6998 • 215.569.5500 • Fax: 215.569.5555

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FILED
01 MAR -6 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: Senior Health - South Heritage, LLC
2. The mailing address is Ms. Carol A. Tschop, c/o Age Institute Holdings, Inc. The Professional Arts Building, 25 Penncraft Avenue, Suite 312, Chambersburg, PA 17201
3. Date of filing/registration in Florida: November 30, 2000 4. Document number: L00000014722
- 5 The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

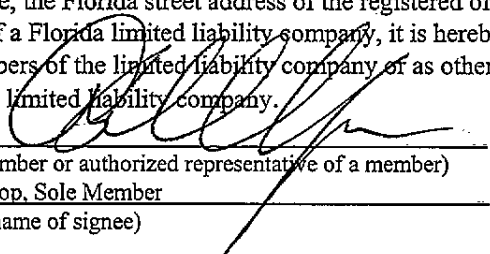
Dr. Bernard Richmond
Name
5261 Indianwood Village Lane
Address
Lake Worth, FL 33463
City, State and Zip

6. The name and address of the new registered agent and/or office:

Bart Wyatt
Name
14255 49th Street N., Building #3, Suite 301
Florida street address (P.O. Box NOT acceptable)
Clearwater, FL 33762-2813
City, State and Zip

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TALLAHASSEE FLORIDA

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)
Carol A. Tschop, Sole Member
(Printed or typed name of signee)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent) Bart Wyatt

**Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
FILING FEE: \$25.00**