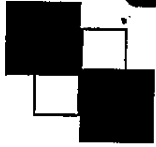


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**PHILLIPS, EISINGER, KOSS,
ROTHSTEIN & ROSENFELDT, P.A.**

Attorneys at Law

*Presidential Circle, Suite 265-S
4000 Hollywood Boulevard
Hollywood, Florida 33021*

*Telephone: (954) 894-8000
Facsimile: (954) 894-8015
ail:andy@peplawyers.com*

October 2, 2001

CERTIFIED MAIL

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Change of Registered Agent
QUALITY ELDERCARE OF FLORIDA, LLC

100004703151--2
-12/04/01--01006--001
*****25.00 *****25.00

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the above-referenced Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company along with our check in the amount of \$25.00, made payable to the Secretary of State.

Kindly return a copy of the Amendment to the attention of the undersigned in the self-addressed stamped envelope which is enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,

PENNY J. ARBULU, Paralegal
For the Firm

Enclosures

FILED
01 DEC 3 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98-2690
JR

**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: QUALITY ELDERCARE OF FLORIDA, L.L.C.

2. The mailing address of the limited liability company is: 6093 N.W. 9th Court

Margate, Florida 33063

11/3/1998

L98000002690

3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Mark A. Coel

Name

2700 South Commerce Parkway, Suite 305

Address

Weston, FL 33331

City, State and Zip

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

Jeremy A. Koss

Name

4000 Hollywood Boulevard, Suite 265-S

Florida street address (P.O. Box NOT acceptable)

Hollywood 33021

FL

City, State and Zip

FILED
01 DEC -3 PM 5:07
SECRETARY OF STATE
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.

David Koss
(Signature of a member or authorized representative of a member)

DAVID KOSS, Managing 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.

David Koss
(Signature of Registered Agent)

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