THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 07210000032

REFERENCE: 906778

AUTHORIZATION ,

ORDER DATE: July 28, 1998

ORDER TIME : 3:0 PM

ORDER NO. : 906778

CUSTOMER NO: 4329479

CUSTOMER: Barbara A. Egolf, Esq

Baker & Hostetler

200 South Orange Avenue Suntrust Center Suite 2300 Orlando, FL 32802-0112

100002601071--9

CHANGE OF AGENT

NAME: SENIOR CARE MINISTRIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY .

PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

DEVISION OF CORPORATION

STATEMENT OF CHANGE OF REGISTERED OF REGISTERED AGENT, OR BOTH

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to the provisions of Sections 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

FIRST: The name of the corporation is SENIOR CARE

MINISTRIES, INC.

SECOND: The address of its present registered office

is: 201 S. Biscayne Blvd., 1600 Miami Center,

Miami, Florida 33131.

THIRD: The address to which its registered office is

to be changed is: 200 South Orange Avenue,

Suite 2300, Orlando, Florida 32801.

FOURTH: The name of its present registered agent is:

Corporation Company of Miami.

FIFTH: The name of its successor registered agent is:

A.G.C. Co.

SIXTH: The address of its registered office and the

address of the business office of its registered agent, as changed, will be

identical.

SEVENTH: Such change was authorized by resolution duly

adopted by its Board of Directors.

DATED this 29th day of June, 1998.

SENIOR CARE MINISTRIES, INC.

Robert C. Eberst

As its: President

The undersigned accepts the appointment of registered agent and is familiar with and accepts the obligations of Section 607.0505, Florida Statutes.

DATED this 23rd

day of

, /1998

A.G.

зу:<u>---</u>

Vice /

BAE1556\SRCARE\REGAG.FRM