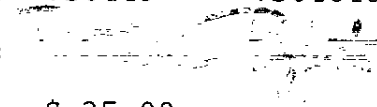


P00000077163



ACCOUNT NO. : 072100000032

REFERENCE : 750449 7304648

AUTHORIZATION : 

COST LIMIT : \$ 35.00

FILED
02 FEB - 1 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 18, 2002

ORDER TIME : 9:45 AM

ORDER NO. : 750449-060

CUSTOMER NO: 7304648

700004852927--8

CUSTOMER: Ms. Jacquelyn O. Ayers
Health Centers
421 W. College Street

Murfreesboro, TN 37130

CHANGE OF AGENT

NAME: THE HEALTH CENTER OF PORT
CHARLOTTE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
02 FEB - 1 AM 10:24

CONTACT PERSON: Ellyn Herndon -- EXT# 1145

C. Coulliette FEB 04 2002

EXAMINER: _____

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 Florida 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 : THE HEALTH CENTER OF PORT CHARLOTTE, INC.

2. The mailing address of the corporation : 4000 Kings Hwy., Port Charlotte, FL 33980

3. Date of incorporation/qualification: 08/15/2000 Document number: P00000077163

4. The name and address of the current registered agent and office:

Corporation Company of Miami
201 S. Biscayne Blvd., 1500 Miami Center
Miami, FL 33131

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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.

Jacquelyn Ayers
(Signature of an officer, chairman or vice chairman of the board)

1/28/02
(Date)

Jacquelyn Ayers, Asst Secretary
(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]
(Signature of Registered Agent)

1/31/2002
(Date)

If signing on behalf of an entity:

Christine J. Gates
(Typed or Printed Name)

Asst. V.P.
(Capacity)

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