

P15605

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

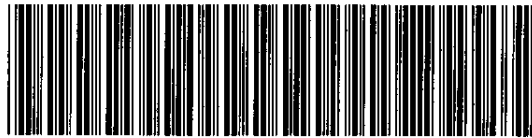
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

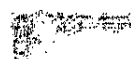
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR  
2/4/09

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** RehabCare Group, Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** P15605

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cathi Wall  
(Name of Contact Person)

National Corporate Services, Inc.  
(Firm/Company)

2 Club Centre Ct., Suite 5  
(Address)

Edwardsville, IL 62025  
(City/State and Zip Code)

For further information concerning this matter, please call:

Cathi Wall at ( 618 ) 656-6791  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a \$35.00 check made payable to the Department of State.

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**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 Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: RehabCare Group, Inc.
2. The principal office address: 7733 Forsyth Blvd., Suite 2300, St. Louis, MO 63105
3. The mailing address (if different): \_\_\_\_\_
4. Date of incorporation/qualification: 08/17/87 Document number: P15605
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CT Corporation System

1200 South Pine Island Rd.

Plantation, FL 33324

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

NRAI Services, Inc.

2731 Executive Park Drive, Suite 4

(P.O. Box NOT acceptable)

Weston, FL 33331

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.

Cathi J. Wall  
(Signature of an officer or director)

Cathi J. Wall - Asst. Secretary

(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.

Sean L. Emerick  
(Signature of Registered Agent)

1/15/09  
(Date)

If signing on behalf of an entity:

Sean L. Emerick - Asst. Secretary

(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

CR2E045 (8/05)

FILED  
2009 JAN 28 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF MISSOURI  
COUNTY OF ST. LOUIS

LIMITED POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Patricia S. Williams, Sr. Vice President, General Counsel and Corporate Secretary of RehabCare Group, Inc. ("the Company"), a Corporation, established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Sean L. Emerick and Cathi J. Wall attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Sean L. Emerick shall exercise the power of Vice President and Cathi J. Wall shall exercise the power of Assistant Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Assistant Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Patricia S. Williams, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 8th day of January, 2009.

RehabCare Group, Inc.

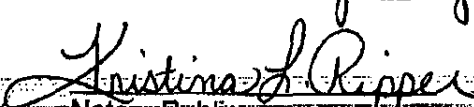
BY:

  
Patricia S. Williams  
Sr. Vice President, General Counsel & Corporate Secretary

Subscribed and sworn to before me this 8th day of January, 2009.



KRISTINA L. RIPPER  
My Commission Expires  
August 18, 2012  
Franklin County  
Commission # 708491069

  
Notary Public

**RehabCare Group, Inc. related entities**

RehabCare Group, Inc.  
American VitalCare, LLC  
CTRH, L.L.C.  
Cannon & Associates, LLC  
Central Texas Rehabilitation Hospital, L.L.C.  
Central Texas Specialty Hospital, L.L.C.  
Clear Lake Rehabilitation Hospital, L.L.C.  
Greater Peoria Specialty Hospital, LLC  
Kokomo LTACH, LLC  
Lafayette Specialty Hospital, L.L.C.  
Louisiana Specialty Hospital, L.L.C.  
Northland LTACH, LLLC  
Phase 2 Consulting, Inc.  
Rehabcare Group Management Services, Inc.  
Rehabcare Group of California, LLC  
Rehabcare Group of Texas, LLC  
RHRI, LLC  
Reading Long Term Acute Care Hospital, LLC  
Rehabcare Employee Disaster Fund  
Rehabcare Group of Amarillo, LP  
Rehabcare Group of Arlington, LP  
Rehabcare Group East, Inc.  
Rehabcare Hospital Holdings, L.L.C.  
Rhode Island Specialty Hospital, LLC  
SLHRHC, LLC  
Salt Lake Physical Therapy Associates, Inc.  
St. Luke Rehabilitation Hospital, LLC  
Symphony Health Services, LLC  
Symphony Respiratory Services, LLC  
Symphony Staffing Services, LLC  
Tulsa Specialty Hospital, L.L.C.  
VTA Management Services, LLC  
VTA Staffing Services, LLC  
West Gables Rehabilitation Hospital, L.L.C.  
Western Hampton Roads LTACH, LLC