



New York, NY

~ Albany, NY

~ Dover, DE

~ Los Angeles, CA

February 14, 2000

P 22314

RE: SuccessCare, Inc.

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400003135924--9
-02/15/00--01083--017
*****35.00 *****35.00

Attention: Corporate Filing Clerk

Kindly file the duplicated Statement of Change of Agent Form for the attached referenced corporation, returning a filed stamped copy to us in the self-addressed, stamped envelope provided for your convenience ASAP.

We are enclosing a check for \$35.00 payable to you for this filing.

Please contact the undersigned at (800) 221-0102, if there are any problems or questions before returning the filing.

Thank you for your assistance.

Sincerely,

John Morrissey
Assistant Vice President

JM:moc
Enclosures

FILED
00 FEB 15 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ka chex

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.050, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of North Carolina 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 is: SuccessCare, Inc.
2. The mailing address of the corporation is: 10065 RED RUN BLVD.: OWINGS MILLS, MD 21117
3. Date of incorporation/qualification: 12/28/88 Document number: P22316
4. The name and address of the current registered agent and office:

C T Corporation Systems

1200 S. Pine Island Road

Plantation, FL 32324

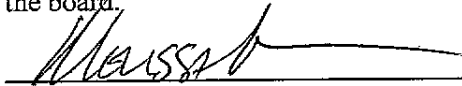
5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

NATIONAL CORPORATE RESEARCH, LTD., INC.

1406 Hays Street, Suite #2, Tallahassee, FL 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.



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

2/16/00

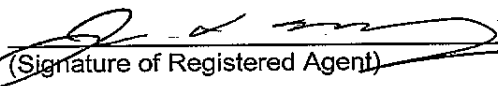
(Date)

Melissa Warlow, Vice President

(Printed or typed name and title)

(Date)

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 any position as registered agent.



(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

John L. Morrissey

(Typed or Printed Name)

Assistant Vice President

(Capacity)

CR2E045(4/95)

Filing Fee: \$35.00

FILED
00 FEB 15 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA