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C O N T I N U C A R E
C O R P O R A T I O N

FILED
JAN 23 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 19, 1998

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

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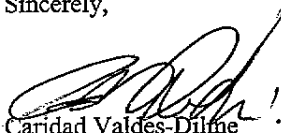
RE: Continucare In-Patient Management, Inc.,

Dear Sir/Madam:

Enclosed please find Statement of Change of Registered Agent, Acceptance by Registered Agent and our check in the sum of \$35.00 which represents your fee for filing same. We have also enclosed copies for you to please return to our office stamped filed.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,


Caridad Valdes-Dillme
Legal Assistant

:cvd

Encl.

RA Chg.

VS JAN 27 1998

100 SE SECOND STREET • 36TH FLOOR

MIAMI, FLORIDA 33131

TEL 305.350.7515 FAX 305.350.9833

**STATEMENT OF CHANGE OF REGISTERED
OFFICE AND REGISTERED AGENT OF
CONTINUCARE IN-PATIENT MANAGEMENT, INC.**

FILED

98 JAN 23 AM 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following amendment to its Articles of Incorporation amending its Registered Office and Registered Agent in the state of Florida:

1. The name of the corporation is Continucare In-Patient Management, Inc. (the "Corporation").

2. The address of the Corporation's present Registered Office is 1201 Hays Street, Tallahassee, Florida 32301-2525.

3. The address to which the Corporation's Registered Office is to be changed is 100 S.E. Second Street, 36th Floor, Miami, Florida 33131 effective as of the date of the filing of this Statement.

4. The name of the Corporation's present Registered Agent is Corporate Service Company.

5. The name of the Corporation's successor Registered Agent is Susan Tarbe, Esquire effective as of the date of the filing of this Statement.

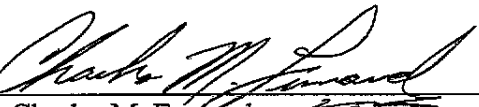
6. The street address of the Corporation's registered office and the street address of the Corporation's Registered Agent, as changed, will be identical.

7. The foregoing changes were authorized by resolution duly adopted by the Corporation's Sole Director on December 17, 1997.

Dated this 17th day of December, 1997.

CONTINUCARE IN-PATIENT
MANAGEMENT, INC., a Florida corporation

By:


Charles M. Fernandez
President

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process CONTINUCARE IN-PATIENT MANAGEMENT, INC., a Florida corporation, at the place designated in the attached Statement of Change of Registered Office and Registered Agent, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of §607.325, Florida Statutes.


Susan Tarbe, Esquire

STATE OF FLORIDA)

ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Susan Tarbe, Esquire, to me well known to be the person who executed the foregoing acceptance by Registered Agent and acknowledged before me, according to law, that she has made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of December, 1997.

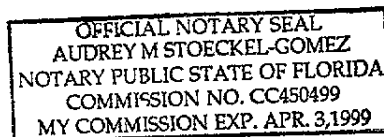
My Commission Expires:


Notary Public

State of Florida at Large

AUDREY M. STOECKEL-GOMEZ

Printed Name of Notary Public



- (x) Personally known to me
() Produced photographic identification/ type of identification produced:

(x) Signature acknowledged under oath
() Signature not acknowledged under oath