

LAW OFFICES
McFARLAIN, WILEY, CASSEDY & JONES
PROFESSIONAL ASSOCIATION

CHRISTOPHER BARKAS
MARSHALL R. CASSEDY retd
ROGELIO FONTELA
DOUGLAS P. JONES
HAROLD R. MARDENBOROUGH, JR.
RICHARD C. McFARLAIN
LINDA McMULLEN
ROBERT A. McNEELY
THOMAS J. SCHULTE, JR.
CHARLES A. STAMPELOS
H. DARRELL WHITE, JR.
WILLIAM B. WILEY

215 SOUTH MONROE STREET, SUITE 600
POST OFFICE BOX 2174
TALLAHASSEE, FLORIDA 32316-2174

TELEPHONE (850) 222-2107
TELECOPIER (850) 222-8476

e-mail: firm @ mcfarlain.com

P96000065533

August 8, 1997

VIA HAND DELIVERY

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-08/08/97--01077--006
*****35.00 *****35.00

Re: Change of Resident Agent

Palmetto Sub-Acute Care, Inc.
U.S.A. Pharmacy of Florida, Inc.

Ladies/Gentlemen:

Please file the enclosed Statements of Change of Resident Agent for the two corporations listed above and return a date-stamped copy. Payment for the appropriate filing fees is also enclosed.

We would appreciate it if we could have the date-stamped copies showing the filing of these forms and your letters of acknowledgment today. Please call Carol Allen at 222-2107 when these are ready and we will arrange to pick them up.

Thank you for any assistance you can render with this request.

Sincerely,

Carol Allen

Carol Allen

8/8

CA/
Enclosures

RA Change

RECEIVED
97 AUG - 8 PH 2: 59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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, 617.0502, 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.

1a. The name of the corporation is: U.S.A. Pharmacy of Florida, Inc.

1b. The mailing address of the corporation is: 16910 Dallas Parkway, Suite 200, Dallas, Texas 75248

1c. Date of incorporation: August 6, 1996 Document number: P96000065533

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

Charles A. Stampelos
215 S. Monroe St.; Suite 600
Tallahassee, Florida 32301

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

H. Darrell White, Jr.
215 S. Monroe St.; Suite 600
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.

Signature of an officer, chairman or vice chairman of the board: Irving D. Boyes August 5, 1997 (Date)

Irving D. Boyes, Chairman (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 of Registered Agent: H. Darrell White, Jr. 8-8-97 (Date)

If signing on behalf of an entity: (Typed or Printed Name) (Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314