P97000024699

EDWIN B. KAGAN, P.A.

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TELEPHONE (813) 281-5609 FACSIMILE (813) 288-0428 SECRETARY OF PROPERTY OF ALL P

June 12, 1998

VIA FEDERAL EXPRESS

Florida Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Attn: Filing Section

Re: KEY REHAB, INC.

Document No.: P97000024699

Dear Sir/Madam:

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CW

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*****35.00

Enclosed please find for filing a completed and signed Statement of Change of Registered Office or Registered Agent, or Both for the above-captioned corporation.

Enclosed is a check covering the various fees incident to the filing of the Statement. Please send confirmation of the change of registered office and agent for KEY REHAB, INC. to my attention at the above address.

Thank you for your cooperation.

Sincerely,

Edwin B Karan

EBK/bak Enclosures

cc: Benjamin Atkins

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

Pursuant to the provisions of Sections 607.0502 or 607.1508 of the Florida Business Corporation Act, 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 is:

 KEY REHAB, INC.

 2. The mailing address of the corporation is:
- 8313 W. Hillsborough Avenue, Suite 260

 Tampa, Florida 33615
- 3. Date of incorporation/qualification: Document Number:
 March 14, 1997 P97000024699
- 4. The name and address of the current registered agent and office:

 Galen Goetz
 689 Deltona Boulevard
 Deltona, Florida 32725
- 5. The name and address of the new registered agent and office:
 Edwin B. Kagan
 2709 Rocky Point Drive, Suite 102
 Tampa, Florida 33607

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.

Dated: June 12 , 1998 KEY REHAB, INC.

Benjamin Atkins, President

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 12 , 1998 EDWIN B. KAGAN