

P97000066242

STATEMENT OF CHANGE OF THE STREET ADDRESS OF THE PRINCIPAL
OFFICE AND MAILING ADDRESS OF THE CORPORATION

TO: The Department of State
Tallahassee, Florida 32314

RE: Prime Therapy/Staffing, Inc.
Document Number P97000066242

Pursuant to the Florida Business Corporation Act, the undersigned Corporation organized under the laws of the State of Florida, submits the following statement for the purpose of changing the street address of its principal office and mailing address of the Corporation in the State of Florida.

1. The name of the Corporation is:

PRIME THERAPY/STAFFING, INC.
2. The street address of the principal office and the mailing address of the corporation as set forth in the Articles of Incorporation is:

205 Oakpoint Lane
Ponte Vedra Beach, Florida 32082
3. The street address of the principal office and the mailing address of the Corporation is to be changed to:

830-13 North A1A, Suite 152
Ponte Vedra Beach, Florida 32082.
4. The above change was authorized by resolution duly adopted by its Board of Directors and evidenced by the Consent in Lieu of a Special Meeting executed by said directors, a copy of which is enclosed herein.

Dated September 26, 1997.

PRIME THERAPY/STAFFING, INC.

By:

Carol L. Taylor
CAROL L. TAYLOR
Its President

By:

Kimberly A. Fornes
KIMBERLY A. FORNES
Its Secretary/Treasurer

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b. The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

c. Each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of the Merger, shall remain issued and outstanding.

d. Each share of common stock of the Merging Corporation, which shall be issued and outstanding on the effective date of the Merger, and all rights in respect thereto shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefor.

e. *The Bylaws of the Surviving Corporation in effect immediately prior to the effective date of the Merger shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended and/or repealed as therein provided.*

f. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

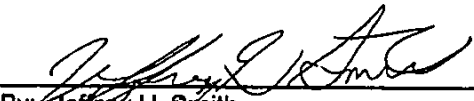
g. Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively, immediately prior to the effective date of the Merger.

FIFTH: The effective date of the Certificate of Merger shall be the 30th day of September, 1997.

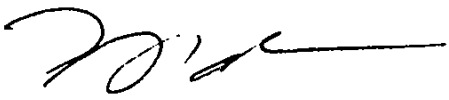
SIXTH: The plan of merger was adopted by written consent of the shareholders and Board of Directors of Lake Buena Vista Communities, Inc. on September 23, 1997, and was adopted by written consent of the shareholders of LBVC, Inc. on September 23, 1997.

Signed this 24th day of September, 1997.

LBVC, INC.


By: Jeffrey H. Smith
Its: Vice President and Deputy
General Counsel

LAKE BUENA VISTA COMMUNITIES, INC.


By: Lee Schmudde
Its: Vice President