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ATTORNEYS AT LAW

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500 EAST BROWARD BOULEVARD
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May 7, 1998

File No. 22779.0001

VIA FEDERAL EXPRESS OVERNIGHT MAIL

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

700002517757--0
-05/08/98--01118--007
*****35.00 *****35.00

Re: Costcare Behavioral Systems, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Statement of Change of Registered Office or Registered Agent or Both for Corporations ("Statement of Change"), and a check made payable to the Secretary of State in the amount of \$35.00 for payment of the filing fees.

After filing, please return a conformed copy of the Statement of Change to us in the enclosed addressed stamped return envelope as soon as possible.

Please do not hesitate to contact me should you have any questions or comments.

Sincerely yours,

Judith Bernero
JUDITH BERNERO
Paralegal

RA Chg.

e-mail<judyp@broadandcassel.com>
JB/

w/encls.

VS MAY 15 1998

cc: James Rustemian
Steve L. Wasserstein, Esq.

7777 Glades Road
Boca Raton, Florida 33434
(407) 483-7000
Telecopy (407) 483-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
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390 North Orange Avenue
Orlando, Florida 32801
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Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
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100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 832-3300
Telecopy (407) 855-1109

900 East Ocean Blvd.
Suite 128
Stuart, Florida 34994
(407) 283-3000
Telecopy (407) 283-9622

FILED
98 MAY -8 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***** FILING FEE: \$35.00 *****

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.

- FILED
MAY -8 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Deerfield Beach, FL 33441

- Deerfield Beach, FL 33441

(Date)

(Date)

(Date)

(Capacity)