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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

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-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.

cc: James Rustemianian
Steve L. Wasserstein, Esq.

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

VS MAY 15 1998

7777 Glades Road
Boca Raton, Florida 33434
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First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6810
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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
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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
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Florida Department of State, Sandra B. Mortham, Secretary of State

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

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.

1. The name of the corporation is: Costcare Behavioral Systems, Inc.

2. The mailing address of the corporation is: 910 N.E. 2nd Street, Deerfield Beach, FL 33441

3. Date of incorporation/qualification: 1/6/98 Document number: P98000000999

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

David Shurgin, 910 NE 2nd Street, Deerfield Beach, FL 33441

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

Mr. Agop Rustemoglu, 910 NE 2nd Street, Deerfield Beach, FL 33441

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) 4/16/98 (Date)

Agop Rustemoglu - President 4/16/98 (Printed or typed name and title) (Date)

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) 5/4/98 (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)

CR2E045(3/96)

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