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December 10, 1997

\* BOARD CERTIFIED IN REAL ESTATE  
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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Uro-Medix, Inc.

400002375444--9  
-12/17/97--01096--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear To Whom It May Concern:

Enclosed is a Statement of Change of Registered Office and Registered Agent of Uro-Medix, Inc. and Acceptance by New Registered Agent which we request be filed with the Department of State. Also enclosed is our check in the amount of \$35.00 for the filing fee. Please acknowledge your receipt of the enclosures by date-stamping the enclosed copy of this letter and returning it to me in the enclosed envelope.

Should you have any questions, please do not hesitate to call me.

Sincerely,



L.M. Ploucha

LMP/nlc  
Enclosures

FILED  
97 DEC 17 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**STATEMENT OF CHANGE OF  
REGISTERED OFFICE AND REGISTERED AGENT OF  
URO-MEDIX, INC.**

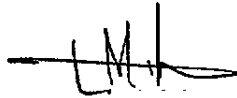
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97 DEC 17 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 607.0502 of the Florida Statutes, the following is submitted:

1. The name of the corporation is URO-MEDIX, INC., a Florida corporation.
2. The name of the corporation's current registered agent is Mark A. Coel, Esq.
3. The name of the successor registered agent is L.M. Ploucha, Esq., whose acceptance is attached hereto.
4. The street address of the corporation's registered agent will not change.
5. The change of registered office and registered agent was authorized by resolution duly adopted by its Directors, a copy of which is attached hereto.

**ACCEPTANCE BY NEW REGISTERED AGENT**

Having been named to accept service of process for URO-MEDIX, INC., at 1946 Tyler Street, Hollywood, Florida 33020, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



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L.M. PLOUCHA  
Registered Agent

Date: 11/21/97

**WRITTEN CONSENT OF  
THE DIRECTORS OF  
URO-MEDIX, INC.**

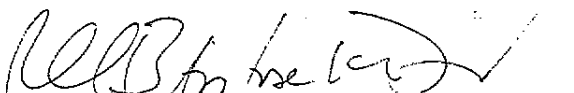
The undersigned, being all of the Directors of the captioned corporation, by their signatures hereto pursuant to Section 607.0821 of the Florida Business Corporation Act, adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of such meeting, and unanimously consent to, approve and adopt the following corporate act:

RESOLVED, that the corporation's Registered Agent be changed to the following:

L.M. PLOUCHA, ESQ.  
Atkinson, Diner, Stone & Mankuta, P.A.  
1946 Tyler Street  
Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 19 day of

November, 1997.


  
RICHARD ANTOSEK, D.O.

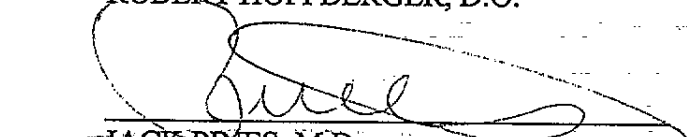
  
GOODARZ SAKETKOO, M.D.

  
MARC GITTELMAN, M.D.

  
MITCHELL WEINSTEIN, D.O.

  
ROBERT HOFFBERGER, D.O.

  
LAWRENCE WINTON, M.D.

  
JACK PINES, M.D.