



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 942413 7400713
AUTHORIZATION : *Patricia Pizoto*
COST LIMIT : \$ 35.00

ORDER DATE : October 26, 2004
ORDER TIME : 10:16 AM
ORDER NO. : 942413-020
CUSTOMER NO: 7400713
CUSTOMER: Mr. Rudder Pearce
Pds Heart, Inc.
Suite 110
1801 Centrepark Drive East
West Palm Beach, FL 33401

CHANGE OF AGENT

NAME: PDSHEART, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

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, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: PDSHEART, INC.
2. The principal office address: 1801 Centrepark Dr. East, #110, West Palm Beach, FL 33401
3. The mailing address (if different):
4. Date of incorporation/qualification: 10/06/2003 Document number: F03000004966

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Angell Corporate Services, Inc.
One N. Clematis St., #400
West Palm Beach, FL 33401

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box NOT acceptable)
Tallahassee, FL 32301

FILED
04 DEC -1 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FL 32301

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, or the corporation has been notified in writing of the change.

[Signature]
(Signature of an officer or director)

Gregory P. Marsh, CFO
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company
By [Signature]
(Signature of Registered Agent)

November 30, 2004
(Date)

If signing on behalf of an entity:

Marva L. Williams
(Typed or Printed Name)

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