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FINGER, HOCHMAN & DELOTT, P.C.

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(312) 807-3960
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December 4, 1996

PERSONAL & CONFIDENTIAL

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*****35.00 *****35.00

Kelvin D. Gipson, D.P.M.
Kelvin D. Gipson, D.P.M., P.C.
318 Cabal Park Place, #106
Longwood, FL 32779

Re: Registered Agent Change

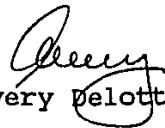
Dear Kelvin:

As you requested, we have prepared and are enclosing a Statement of Change of Registered Office/Agent for your Corporation. This change appoints you as Registered Agent for your Corporation instead of Prentice-Hall.

Please sign both copies in both places indicated and send them in the enclosed envelope along with a \$35.00 check payable to the "Florida Department of State." After you have received back the filed form, please forward a copy to me for my files.

If you have any questions, please call me.

Very truly yours,


Avery Delott

AD:44704:be
Encls.
cc: Mr. Benjamin Gay

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Florida Department of State, Sandra B. Mortham, Secretary of State

**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 Illinois submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: KELVIN D. GIPSON, D.P.M., P.C.

1b. The mailing address of the corporation is: 318 Cabal Park Place, #106,
Longwood, FL 32779

1c. Date of incorporation: 10/7/94 Document number: F9400005219

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

The Prentice-Hall Corporation System, Inc.

1201 Hays Street

Tallahassee, FL 32301-2607

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

Kelvin D. Gipson, D.P.M.

318 Cabal Park Place, #106

Longwood, FL 32779

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.

(kdq) Kelvin D. Gipson
(Signature of an officer, chairman or
vice chairman of the board)

December 4, 1996
(Date)

Kelvin D. Gipson, D.P.M., President
(Printed or typed name and title)

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.

By: (kdq) _____
(Signature of Registered Agent)

December 4, 1996
(Date)

If signing on behalf on an entity:

Kelvin D. Gipson, D.P.M.

(Typed or Printed Name)

President and Registered Agent

(Capacity)

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