

A Partnership Including
Professional Corporations
201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4336
305-358-3500
Facsimile 305-347-6500

Boston
Chicago
Los Angeles
Miami
Newport Beach
New York
St. Petersburg (Russia)
Vilnius (Lithuania)
Washington, D.C.

Associated
(Independent) Offices:
Barcelona London
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Lisbon Paris

MCDERMOTT, WILL & EMERY

F97000000372

October 1, 1998

Corporate Filings
Secretary of State
The Capitol
Tallahassee, Florida 32301

100002656141--4
-10/05/98--01144--001
****455.00 *****35.00

Re: Change of Registered Agent Forms

Dear Gentlemen:

Enclosed are thirteen (13) original signed change of registered agent forms, together with thirteen (13) duplicates thereof. Also enclosed is our check in the amount of \$455.00, representing the filing fee. We would appreciate your stamp dating the thirteen duplicates to acknowledge the filings and return those copies in the stamped self-addressed envelope enclosed.

If there is a problem with these documents, please call me COLLECT at 305-347-6519.

RA Change
10-8-98
BAS

Very truly yours,

Judith Diamond
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT -5 PM 12:27

APPROVED
AND
FILED

Enclosures

cc: Jerry J. Sokol, Esq.

V46900\010\60CORJHD.062
10/1/98 6:21 PM

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware, 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: OMNA MEDICAL PARTNERS, INC.

1a. Date of incorporation January 23, 1997 Document number F97000000372

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

David Peck
2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431

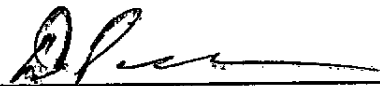
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Peter H. Harris, Esq.
c/o OMNA Medical Partners, Inc.
2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431

The street address of its registered agent 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



(name and title)

David Peck, President

DATE

September 29 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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



(Registered Agent)

Peter H. Harris, Esq.

DATE

September 29 1998

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

98 OCT - 5 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED