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ACCOUNT NO. : 072100000032

REFERENCE : 348617 7128165

AUTHORIZATION : Patricia Puyet

COST LIMIT : \$ 35.00

ORDER DATE : April 29, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 348617-135

CUSTOMER NO: 7128165

200002193252--8

CUSTOMER: Wendy Sara, Secretary  
Usa Managed Care Organization,  
Suite 201  
7301 North 16th Street  
Phoenix, AZ 85020

CHANGE OF AGENT

NAME: USA MANAGED HEALTH & WELLNESS  
RESOURCES GROUP, INC.

97 MAY 28 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Paula K. Kendrick

2Ach9  
KRG/sts

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 sections 607.0502, 617.0502, 607.1508, or 617.1508, 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 Florida.

1a. The name of the corporation is: \_\_\_\_\_  
USA MANAGED HEALTH & WELLNESS RESOURCES GROUP, INC.

1b. Date of incorporation: Sept. 29, 1994 Document number \_\_\_\_\_

2. The name and address of the current registered agent and office:  
C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE PLANTATION FL 33324


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

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

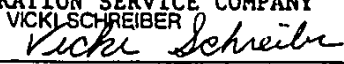
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

  
SIGNATURE  
5/12/97  
DATE

W. JOSEPH MARTIN  
VICE PRESIDENT

\_\_\_\_\_  
Typed or printed name and title

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.

CORPORATION SERVICE COMPANY  
VICKI SCHREIBER  
SIGNATURE By:   
ASST VICE PRESIDENT  
DATE 5/23/97