



THE UNITED STATES
CORPORATION
COMPANY

564891

ACCOUNT NO. : 072100000032

REFERENCE : 499575 4390339

AUTHORIZATION :

COST LIMIT :

Patricia Pizant
\$ 35

ORDER DATE : August 18, 1997

ORDER TIME : 10:27 AM

ORDER NO. : 499575

CUSTOMER NO: 4390339

400002274894--7

CUSTOMER: Ms. Fran Soldo
Medpartners, Inc.
3000 Riverchase
Galleria Tower / Ste. 1000
Birmingham, AL 35244

CHANGE OF AGENT

NAME: BGS HEALTHCARE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susana Romagosa

DIVISION OF CORPORATION

97 AUG 22 PM 12:22

8/22/97

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8/22
PRB

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
FLORIDA 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: _____
BGS HEALTHCARE, INC.

1b. Date of incorporation: 2-10-89 Document number K64891

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

1200 SO. PINE ISLAND DRIVE PLANTATION FLORIDA 33324

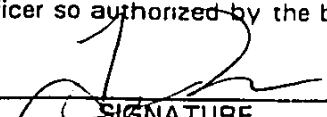
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

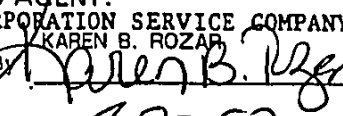
The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

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


SIGNATURE
August 13, 1997
DATE

Tracy P. Thrasher
Vice President and Secretary
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 COM-
plete performance of my duties, and I am familiar with and accept
the obligation of my position as registered agent.

CORPORATION SERVICE COMPANY
KAREN B. ROZAR
SIGNATURE 
DATE 8-20-97