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Reply to: Orlando

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Of Counsel

Jeffrey C. Fox, P.A.
 Vincent J. Grana⁸

July 2, 2001

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

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

Re: Health Partners Clinical Consultants, Inc.
 Our File No. 7432.0001

Gentlemen:

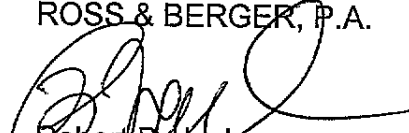
Enclosed herewith please find Statement of Change of Registered Agent for Health Partners Clinical Consultants, Inc., together with check in the sum of \$35.00 covering the filing fee.

In advance, thank you for your attention to the within.

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 01 JUL -9 11:56
 FILED

Very truly yours,

GREENSPOON, MARDER, HIRSCHFELD, RAFKIN,
 ROSS & BERGER, P.A.


 Robert B. Jackson
 For the Firm

RBJ/pc
 Encs.

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 for RA on
 7-9-01

1. Also admitted in New York
 2. Also admitted in Wisconsin
 3. Also admitted in Georgia
 4. Also admitted in Texas
 5. Also admitted in Colorado
 6. Also admitted in Minnesota
 7. Also admitted in Hawaii
 8. Only admitted in the Province of Quebec

**STATEMENT OF CHANGE OF REGISTERED AGENT
FOR
HEALTH PARTNERS CLINICAL CONSULTANTS, INC.**

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 agent in the State of Florida.

1. The name of the corporation is Health Partners Clinical Consultants, Inc.
2. The mailing address of the corporation is:

4877 Cason Cove Drive
Suite B
Orlando, FL 32811

3. The date of incorporation is August 15, 2000. The Document Number is P00000077152.

4. The name and address of the current registered agent is:

Corporation Company of Miami
201 S. Biscayne Blvd.
1500 Miami Center
Miami, FL 33131

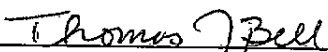
5. The name and address of the new registered agent is:

Robert B. Jackson, Esquire
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
135 W. Central Blvd., Suite 1100
Orlando, FL 32819

All other information as set forth in the Articles of Incorporation shall remain unchanged.

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

Dated: June 29, 2001



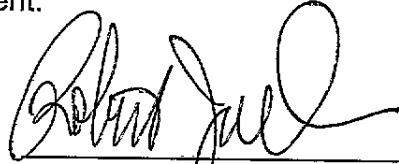
Thomas J. Bell, President

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09 JUL - 9 AM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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.

Dated: June 29, 2001



Robert B. Jackson, Esquire
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
135 W. Central Blvd., Suite 1100
Orlando, FL 32801

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA