



THE UNITED STATES
CORPORATION
COMPANY

P04977

ACCOUNT NO. : 072100000032

REFERENCE : 343728 7128165

AUTHORIZATION :

COST LIMIT

twice P
\$55.00

97 MAY 22 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 24, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 343728-315

CUSTOMER NO: 7128165

400002188404--0

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

CHANGE OF AGENT

NAME: MANAGED ACCESS RISK
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

*2A chg
CKF
5-22*

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 Tennessee 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: _____

MANAGED ACCESS RISK CORPORATION

1b. Date of incorporation: February 11, 1985 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.

Wendy Sara

SIGNATURE

May 12, 1997

DATE

WENDY SARA, 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 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: Vicki Schreiber

ASST VICE PRESIDENT

DATE 5/21/97