

P04977

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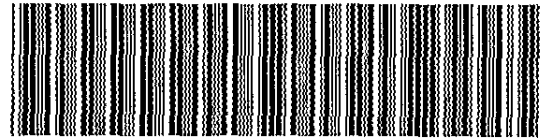
(Business Entity Name)

(Document Number)

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December 27, 2002

Florida Secretary of State
Corporation Division
PO Box 6327
Tallahassee, Florida 32314

RE: Atlas Administrators, Inc.
Managed Access Risk Corporation
National Utilization Management Corp.
USA Managed Care Organization, Inc.

Dear Sir/Madam:

Attached are the necessary form(s) and check(s) to change the registered agent and office for the above corporation(s) to National Registered Agents, Inc.

Please file and return a stamped filed copy to my attention in the attached self-address stamped envelope.

If you have any questions, please do not hesitate to contact me at 800-829-5578.

Sincerely,

Mary Jo Kenny
Senior Account Executive

Enclosures

**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 of Florida.

1. The name of the corporation is: Managed Access Risk Corporation
2. The mailing address of the corporation is: 7301 N. 16th Street, Suite 201, Phoenix, Arizona 85020
3. Date of incorporation/qualification: May 9, 1983 Document number: P04977
4. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

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

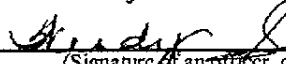
NRAI Services, Inc.

526 E. Park Avenue

Tallahassee, Florida 32301

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

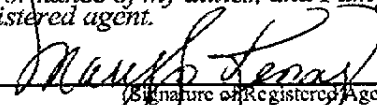
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

December 20, 2002
(Date)

Wendy Sara, Secretary
(Printed or typed name and title)

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.


(Signature of Registered Agent)

December 20, 2002
(Date)

If signing on behalf of an entity:

Mary Jo Kenny, Assistant Secretary for NRAI Services, Inc.

(Typed or Printed Name)

(Capacity)

***** FILING FEE: \$35.00 *****

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