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April 29, 1997

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS
AIRBILL NO.: 5301069406

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-04/30/97--01116--007
*****35.00 *****35.00

RE: Lee Diagnostic Imaging Center, Inc.
Statement of Change of Registered Office and Agent

Gentlemen:

Please find enclosed original Statement of Change of Registered Office and Registered Agent for the above-referenced corporation along with our check in the amount of \$35.00. Please file the document and return the receipt for same in the envelope provided for your convenience.

Should you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

Sue Despres
Susan C. Despres
Corporate Paralegal

scd
Enclosures

FILED
97 APR 30 PM 1:08
TALLAHASSEE, FLORIDA

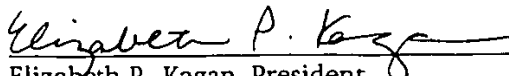
Handwritten notes: "F2 H", "Change", "5/7/97", and a signature.

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.


1. The name of the corporation is: Lee Diagnostic Imaging Center, Inc.
2. The name and address of its present registered agent is:
Bruce D. Green
12800 University Drive, #600
Ft. Myers, FL 33907
3. The name and street address to which its registered agent is to be changed is:
Elizabeth P. Kagan
6981 Lake Devonwood Drive
Ft. Myers, FL 33908
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

FILED
97 APR 30 PM 1:08
TALLAHASSEE, FLORIDA


Elizabeth P. Kagan, President

Dated: 4-23-97

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 UNDER SECTION 607.0505, FLORIDA STATUTES.


Elizabeth P. Kagan, Registered Agent

Dated: 4-23-97