

McKesson Corp.

One Post Street, San Francisco, CA 94104-5296 Tel 415 983 8300

P98000077058

McKesson

VIA FEDERAL EXPRESS

December 4, 1998

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

Re: Southeast Merger Corp.,
a Florida corporation

FILED
98 DEC -7 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

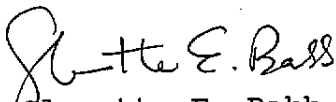
Dear Secretary:

I enclose herewith, in duplicate, the duly executed Statement of Change of Registered Office or Registered Agent in respect of the above-captioned corporation, and a check in the amount of \$35.00 for the required filing fee.

Please return evidence of this filing in the attached addressed, stamped envelope provided for your convenience.

If you have any questions, please do not hesitate to contact me at (415) 983-8331.

Very truly yours,


Glenette E. Babb
Assistant Secretary

GEB:ams

Enclosures

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-12/07/98--01153--030
*****35.00 *****35.00

R.A. Chang
12-14-98
CC

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

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 of Florida.

1. The name of the corporation is: Southeast Merger Corp.
2. The mailing address of the corporation is: c/o McKesson Corporation, One Post Street, San Francisco, California 94104
3. Date of incorporation/qualification: 9/4/98 Document number: P98000077058
4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
City of Plantation, FL 33324

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

The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105
Tallahassee, FL 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.

Glenette E. Babb
(Signature of an officer, chairman or vice chairman of the board)

11/19/98
(Date)

Glenette E. Babb, Assistant Secretary

(Printed or typed name and title)

(Date)

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.

Vivien S. Mitchell
(Signature of Registered Agent)

11/24/98
(Date)

If signing on behalf of an entity:

VIVIEN S MITCHELL

(Typed or Printed Name)

ASST. VP.
(Capacity)

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