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ATTORNEYS AT LAW

V59678

November 9, 1999

State of Florida
Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/12/99--01110--018
*****35.00 *****35.00

Re: Palm-Broward Eye Centers, Inc.

Dear Sir/Madam:

Enclosed please find a Statement of Change of Registered Office or Registered Agent or Both for Corporations and a check in the amount of \$35.00, representing the filing fee.

I have also enclosed a self-addressed stamped envelope for your convenience.

Thank you for your assistance in this matter, and please call me if you have any questions.

Sincerely yours,


BRIAN S. FITZGERALD

BSF/dp
Enclosures
697C.0001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change

T BROWN NOV 17 1999

**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: Palm-Broward Eye Centers, Inc.

2. The mailing address of the corporation is: 950 North Federal Highway, # 107
Pompano Beach, FL 33062

3. Date of incorporation/qualification: August 20, 1992 Document number: V59678

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

David Weiser

950 North Federal Highway, Ste. 107

Pompano Beach, FL 33062

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

William C. Hirsch

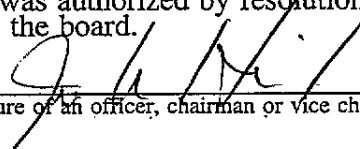
608 West Horatio Street

Tampa, FL 33606-2228

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

10/22/99
(Date)

John A. Hirsch President

(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)

William C. Hirsch

10/22/99
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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