

Filing Fee: \$20.00

Corp. I.D. # 0043305

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH
OF

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section _____ of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation)
amended, the undersigned corporation organized under the laws of the State of _____
_____, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is _____
Women & Infants Physician Hospital Organization, Inc.

SECOND: The address of its present registered office is _____
101 Dudley Street, Providence, RI 02905

THIRD: The address to which its registered office is to be changed is _____
Same

FOURTH: The name of its present registered agent is _____
Gail E. Costa

FIFTH: The name of its successor registered agent is _____
Martha J. Santini

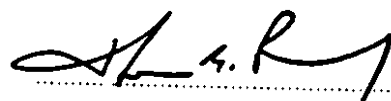
SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated 12-16, 1996

PAID

DEC 19 1996
AD 176463
SECY OF STATE

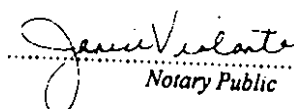

By Thomas G. Parris, Jr.
Its _____ President

STATE OF R.I.

COUNTY OF Providence } Sc.

At Providence, in said county on this 16th day
of December, 1996, personally appeared before me Thomas
G. Parris, Jr., who, being by me first duly sworn, declared that he
is the President of Women & Infants Hospital
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public