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

American Medical Response of Massachusetts, Inc.

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
Massachusetts, 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
American Medical Response of Massachusetts, Inc.

SECOND: The address of its present registered office is
One Park Row, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is
123 Dyer Street, Providence, R.I. 02903

FOURTH: The name of its present registered agent is
Lori Caron Silveira

FIFTH: The name of its successor registered agent is
C T CORPORATION SYSTEM

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 March 14, 1997

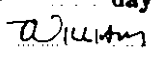
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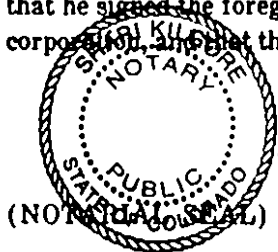
American Medical Response of Massachusetts, Inc.

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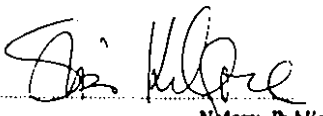
By 
William George
Its Vice President

STATE OF COLORADO }
COUNTY OF ARAPAHOE } SC.

At American Medical Response in said county on this 14th day
of MARCH, 1997, personally appeared before me 
GEORGE, who, being by me first duly sworn, declared that he
is the Vice President of American Medical Response of MA, Inc.
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.



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Notary Public

(R.I. My Commission Expires 04/02/2000)