

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

..... Bayside OB-GYN, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7.1.1-12 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
Rhode Island, 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 Bayside OB-GYN, Inc.

SECOND: The address of its present registered office is 235 Plain Street,
Providence, RI 02905

THIRD: The address to which its registered office is to be changed is
10 Dorrance Street, Suite 530, Providence, RI 02903

FOURTH: The name of its present registered agent is
Terrence Cahill, M.D.

FIFTH: The name of its successor registered agent is
Bruce A. Wolpert, Esquire

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 3/4/98, 19 98

Bayside OB-GYN, Inc.

By Serena Sposato
Serena Sposato
Its Vice President

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SECY OF ST.

STATE OF Rhode Island

COUNTY OF Providence

At Providence

in said county on this March 4, 1998, personally appeared before me

Serena Sposato, who, being by me first duly sworn, declared that she
is the Vice President of Bayside OB-GYN, Inc.

that she signed the foregoing document as Vice President

corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Michelle M. Sposato
Notary Public