



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown
Secretary of State

January 23, 2003

University Surgical Alliance, Inc.
10 Orms Street, Suite 115
Providence, RI 02904

RE: Corporate ID# 86364
University Surgical Alliance, Inc.

Dear Sir or Madam:

This is to notify you that this office received on January 17, 2003 the resignation of H. Peter Olsen as Registered Agent of the above-named corporation, a copy of which is enclosed. Sections 7-1.1-12, 7-1.1-107, 7-6-13 and 7-6-78 of the General Laws of the State of Rhode Island state that "the appointment of the agent shall terminate upon the expiration of thirty (30) days after receipt of the notice by the secretary of state."

Pursuant to the provisions set forth in Sections 7-1.1-11, 7-1.1-106, 7-6-12 and 7-6-77 of the General Laws of the State of Rhode Island, "each corporation shall have and continuously maintain in this state" a registered agent. In order to ensure that your authority to conduct business will remain intact, please complete and file with this office the enclosed Change of Registered Agent form as soon as possible.

Thank you for your cooperation.

Sincerely,
CORPORATIONS DIVISION

Catherine Caprio Albanese

enc.

1500 FLEET CENTER
PROVIDENCE, RHODE ISLAND 02903-2393
401 274 2000
FAX 401 277-9600

HINCKLEY, ALLEN & SNYDER LLP

Attorneys at Law

863641

January 17, 2002

Secretary of State
Business Division
100 North Main Street
Providence, RI 02903

RE: University Surgical Alliance, Inc.

Dear Sir/Madam:

I hereby resign as registered agent of University Surgical Alliance, Inc. effective immediately. Please note this in your records accordingly and acknowledge receipt of this resignation by stamping the enclosed copy of this letter.

A copy of this letter will be provided to University Surgical Alliance, Inc. informing them of such resignation.

Very truly yours,



H. Peter Olsen

HPO/dag

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