

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF
Atwood Pediatrics, 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
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
Atwood Pediatrics, Inc.

SECOND: The address of its present registered office is
1524 Atwood Avenue, Johnston, Rhode Island 02919

THIRD: The address to which its registered office is to be changed is
1126 Hartford Avenue, Johnston, Rhode Island 02919

FOURTH: The name of its present registered agent is
Ralph C. DeLuca, Esq

FIFTH: The name of its successor registered agent is
Same

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 *Aug 30*, 19*93*

Gennaro Pasquariello

By Gennaro Pasquariello, M.D.

Its President

STATE OF
COUNTY OF Rhode Island } Sc.

At Johnston in said county on this _____ day
of August, 1993, personally appeared before me Gennaro
Pasquariello, M.D., who, being by me first duly sworn, declared that he
is the President of Atwood Pediatrics, Inc.
President of the
that he signed the foregoing document as _____ of the
corporation, and that the statements therein contained are true.

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(NOTARIAL SEAL)

Robert P. Tedio
Notary Public