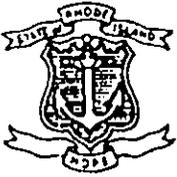


Filing Fee: \$20.00

ID Number: 80872



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

1 The name of the corporation is: Pharmacy Corporation of America
(California Domestic)

2 The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
170 Westminster Street, Suite 900, Providence, RI 02903

3 The address of the NEW registered office is:
222 Jefferson Blvd., Suite 200, Warwick, RI 02888

4 The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
Corporation Service Company

5 The name of the NEW registered agent is:
National Registered Agents, Inc.

6 The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon the filing of this statement, or on
(a date not more than 30 days after filing this statement)

7. The change was authorized by resolution duly adopted by its board of directors.

Pharmacy Corporation of America
(Name of Corporation)
By C. Arnold Renschler
Its President [X] or Its Vice President [ ]
C. Arnold Renschler, M.D.

PAID
MAR 09 1998
80872

STATE OF FLORIDA
COUNTY OF Hillsborough

In Tampa, FL on this 23 day of Feb, 1998, personally appeared before me C. Arnold Renschler, M.D. who, being by me first duly sworn, declared that he/she is the President of said corporation and that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

NOTARY PUBLIC
CHRISTINA A SCALICE
My Commission CC445937
Expires Mar. 18, 1999
Bonded by HAI
800-422-1555

Christina A. Scalice
Notary Public
My Commission Expires: 3-16-99