

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

ELLEN H. FRANKEL, M.D., 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  
ELLEN H. FRANKEL, M.D., INC.

SECOND: The address of its present registered office is  
95 Chestnut Street, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is  
321 South Main Street, Suite 200, Providence, RI 02903

FOURTH: The name of its present registered agent is  
Richard I. Abrams

FIFTH: The name of its successor registered agent is  
Gary R. Pannone

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 January 23, 1996

ELLEN H. FRANKEL, M.D., INC.

By Ellen H. Frankel  
Ellen H. Frankel

Its President

STATE OF Rhode Island }  
COUNTY OF Providence } Sc.

At Cranston in said county on this 23rd day  
of January, 1996, personally appeared before me  
Ellen H. Frankel, who, being by me first duly sworn, declared that she  
is the President of ELLEN H. FRANKEL, M.D., INC.  
that she signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

**FILED**

JAN 25 1996

FORM 9

By 154945

Gary R. Pannone  
Notary Public

Gary R. Pannone  
My commission expires: July 3, 1997