

Filing fee: \$10.00

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

SOUTH COUNTY PEDIATRIC GROUP, 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 SOUTH COUNTY PEDIATRIC GROUP, INC.

SECOND: The address of its present registered office is
Tower Hill Road, Wakefield, Rhode Island

THIRD: The address to which its registered office is to be changed is

FOURTH: The name of its present registered agent is
Robert J. McOsker

FIFTH: The name of its successor registered agent is
William H. McDermott M.D.

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 March 31, 1980

SOUTH COUNTY PEDIATRIC GROUP, INC.

By

William H. McDermott M.D.

Its President

STATE OF *Rhode Island* }
COUNTY OF *Washington* } SC.

At *Wakefield* in said county on this *23rd* day
of *April*, 1980, personally appeared before me *William H.*
McDermott, who, being by me first duly sworn, declared that he
is the *President* of *SOUTH COUNTY PEDIATRIC GROUP, INC.*
that he signed the foregoing document as *President* of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)