



849177

ACCOUNT NO. : 072100000032

REFERENCE : 651178 7139998

AUTHORIZATION *Patricia Pujot*

COST LIMIT : \$ 35.00

ORDER DATE : December 29, 1997

ORDER TIME : 1:28 PM

ORDER NO. : 651178-750

CUSTOMER NO: 7139998

CUSTOMER: Mr. Jay Scarborough
Usi Holdings, Inc.
235 Pine Street

San Francisco, CA 94104

700002468237--2

CHANGE OF AGENT

NAME: INTERNATIONAL BENEFIT SERVICES CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

FILED
98 MAR 25 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/26
John RA.
Change

RECEIVED
98 MAR 25 PM 1:51

Florida Department of State, Sandra B. Mortham, Secretary of State

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: International Benefit Services Corporation

2. The mailing address of the corporation is:

3. Date of incorporation/qualification: 5/19/81 Document number:

4. The name and address of the current registered agent and office:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

FILED
98 MAR 25 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

A. Diane Griffin (Signature of an officer, chairman or vice chairman of the board) 3/20/98 (Date)

A. Diane Griffin, Secretary (Printed or typed name and title) (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Vivien Mitchell (Signature of Registered Agent) 3/24/98 (Date)

If signing on behalf of an entity: Vivien Mitchell, Assistant Vice President (Typed or Printed Name) (Capacity)