

JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

E. D. ARMSTRONG III
JOHN T. BLAKELY
BRUCE H. BOKOR
GUY M. BURNS
JONATHAN S. COLEMAN
MICHAEL T. CRONIN
ELIZABETH J. DANIELS
MARION HALE

JAMES W. HUMANN
SCOTT C. ILGENFRITZ
FRANK R. JAKES
TIMOTHY A. JOHNSON, JR.
SHARON E. KRICK
ROGER A. LARSON
JOHN R. LAWSON, JR.*
MICHAEL G. LITTLE

MICHAEL C. MARKHAM
STEPHANIE T. MARQUARDT
DAVID J. OTTINGER
F. WALLACE POPE, JR.
DARRYL R. RICHARDS
PETER A. RIVELLINI
DENNIS G. RUPPEL*
CHARLES A. SAMARKOS

JOHN A. SCHAEFER
PHILIP M. SHASTEEN
CHARLES M. TATELBAUM
JOAN M. VECCHIOLI
AMBER WILLIAMS
JULIUS J. ZSCHAU

*OF COUNSEL

PLEASE REPLY TO CLEARWATER

P97000094641

FILE NO.

February 3, 1998

Department of State, Florida
Division of Corporations
Resident Agent Section
P. O. Box 6327
Tallahassee, FL 32314

800002425358--7
-02/09/98--01103--001
*****35.00 *****35.00

Re: Tyler Retail Systems, Inc.

Dear Sir/Madam:

Enclosed is a Statement of Change of Registered Office and Resident Agent for the above corporation along with our check in the amount of \$35.00 to process said request.

If there is any question, please call me.

Very truly yours,



Marie Lee, legal assistant
Enclosures

FILED
98 FEB -9 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLEARWATER OFFICE
911 CHESTNUT STREET
POST OFFICE BOX 1368
CLEARWATER, FLORIDA 33757-1368
TELEPHONE: (813) 461-1818
TELECOPIER: (813) 441-8617

TAMPA OFFICE
100 NORTH TAMPA STREET
SUITE 1800
POST OFFICE BOX 1100
TAMPA, FLORIDA 33602-5145
TELEPHONE (813) 225-2500
TELECOPIER (813) 223-7118

NAPLES OFFICE
975 SIXTH AVE. S
POST OFFICE BOX 1368
NAPLES, FLORIDA 34102
TELEPHONE: (941) 435-0035
TELECOPIER: (941) 435-9992

R. A. Charge
LFT 2-11-98

**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 Florida 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: TYLER RETAIL SYSTEMS, INC.

2. The mailing address of the corporation is: 4625 East Bay Drive, Suite 201

Clearwater, FL 33764

3. Date of incorporation/qualification: November 4, 1997 Document number: P97000094641

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

DAVID J. OTTINGER

911 Chestnut Street

Clearwater, FL 33756

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

SCOTT J. TYLER

4625 East Bay Drive, Suite 201

Clearwater, FL 33764

FILED
98 FEB -9 AM 11:16
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.

TYLER RETAIL SYSTEMS, INC.

By: [Signature]
(Signature of an officer, chairman or vice chairman of the board)

1/19/98
(Date)

Scott J. Tyler, President
(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.

[Signature]
(Signature of Registered Agent)

SCOTT J. TYLER

1/19/98
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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