

P 98000076476

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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Corporation(s) Name

Westchester Specialty Services, Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> LLC | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Ch. RA |
| | <input type="checkbox"/> Fictitious Name | <input checked="" type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE FEB 24 2000

Florida Department of State, Jim Smith, Secretary of State

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.

1a. The name of the corporation is: Westchester Specialty Services, Inc.

1b. Date of incorporation September 2, 1998 Document number P98000076476

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

Timothy J. Meehan

204 South Monroe Street, Tallahassee, FL 32301

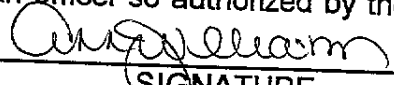
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

The street address of its registered agent 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.


SIGNATURE 2/11/00
DATE

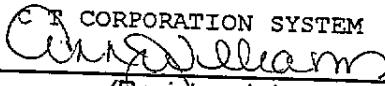
Ann J. Williams, Attorney-in-fact
(Type or printed name and title)

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

ANN J. WILLIAMS
Assistant Vice President

SIGNATURE BY:


(Registered Agent)

DATE 2/11/00

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

Filing Fee: \$35.00

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Westchester Specialty Services, Inc. ("Corporation"), a corporation incorporated under the laws of Florida does hereby appoint Victor A. Duva and Ann J. Williams as attorney-in-fact for the Corporation to act for the Corporation and in the Corporation's name for the limited purposes authorized herein.

The Corporation, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's registered agent and registered office, or the agent and office of similar import, in any state.

This Power of Attorney expires on the 28th day of February, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on this 1st day of February, 2000.

Westchester Specialty Services, Inc.



George D. Mulligan
Secretary

COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA :SS
UNITED STATES OF AMERICA :

Before me, a Notary Public in and for said Commonwealth and County, and on this date George D. Mulligan, personally known to me, to be the person who subscribed that the foregoing Power of Attorney, and acknowledged that said execution by him was his voluntary act and deed.

Given under my hand and seal of office this 3rd day of February, 2000.

(Seal)


Notary Public

NOTARIAL SEAL
DEBORAH E. DAVIS, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Sept. 29, 2003