



THE UNITED STATES  
CORPORATION  
COMPANY

F97000001234

ACCOUNT NO. : 072100000032

REFERENCE : 682458 5046676

AUTHORIZATION *Patricia Pignatelli*

COST LIMIT : \$ 35.00

ORDER DATE : January 26, 1998

ORDER TIME : 10:42 AM

ORDER NO. : 682458-175

CUSTOMER NO: 5046676

CUSTOMER:

Headway Corporate Resources,  
850 Third Avenue  
11th Floor  
New York, NY 10022

*RA  
Change*

600002418366--1

CHANGE OF AGENT

FILED  
98 FEB -2 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME: HEADWAY CORPORATE STAFFING  
SERVICES OF NORTH CAROLINA,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: *Cindy Harris*  
*W.P. Verity*

Name	<i>2/3/98</i>
Availability	<i>Don</i>
Document	<i>Don</i>
Verifier	<i>Don</i>
Acknowledgement	<i>Don</i>
W.P. Verity	<i>Don</i>

\*02250, 00721, 00672

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**RESUBMIT**

Please give original  
submission date as file date.

February 3, 1998

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: HEADWAY CORPORATE STAFFING SERVICE OF NORTH  
CAROLINA, INC.  
Ref. Number: F97000001234

We have received your document for HEADWAY CORPORATE STAFFING  
SERVICE OF NORTH CAROLINA, INC. and the authorization to debit your  
account in the amount of \$35.00. However, the document has not been filed and  
is being returned for the following:

Our records indicate the current name of the entity is as it appears on the  
enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call  
(850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 098A00005965

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DIVISION OF CORPORATION

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 DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: HEADWAY CORPORATE STAFFING SERVICE OF NORTH CAROLINA, INC.

1b. Date of incorporation: 3-11-97 Document number F97000001234

2. The name and address of the current registered agent and office:  
UNITED CORPORATE SERVICES, INC.

801 NE 167TH STREET N. MIAMI BEACH FL

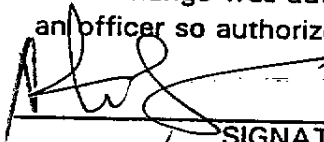
3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

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  
1/16/98  
\_\_\_\_\_  
DATE

MICHAEL LIST  
PRESIDENT

\_\_\_\_\_  
Typed or printed name and title

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.

CORPORATION SERVICE COMPANY

SIGNATURE By: Vicki Schreiber  
ASST. VICE PRESIDENT

DATE January 30, 1998

FILED  
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE