

Division of Corporations

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824680

Florida Department of State
Division of Corporations
Public Access System

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
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Phone : (850) 222-1092
Fax Number : (850) 878-5926

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05 SEP 16 AM 8:00
DIVISION OF CORPORATIONS

REGISTERED AGENT CHANGE

EXEL DIRECT INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$35.00 |

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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, this statement of change is submitted for a corporation organized under the laws of the State of California in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: EXEL DIRECT INC.
2. The principal office address: 1570 Polaris Parkway, Westerville, OH 43082
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 07/15/1975 Document number: 834680
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

US CORPORATION COMPANY

1201 HAYS STREET, SUITE #105

TALLAHASSEE FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CT Corporation System

c/o CT Corporation System

(P.O. Box or personal mailbox NOT acceptable)

1200 South Pine Island Road, Plantation, Florida 33324

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, or the corporation has been notified in writing of the change.

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

Sam M. Dellenbach, Vice President
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: *[Signature]*
(Signature of Registered Agent)

By: _____

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

Jeffrey R. Graves
Assistant Secretary

(Typed or Printed Name)

(Capacity)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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05 SEP 16 PM 1:41
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Exel Direct Inc.

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT David Vieira, President and Martin Boratyn, Secretary of Exel Direct Inc. (the "Corporation"), a corporation incorporated under the laws of California, do hereby appoint Sonni Dellenbach and Paul Foreman (representatives of CT Corporation), as attorney-in-fact for the Corporation to act for the Corporation and in the name of the Corporation 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 authorization and Power of Attorney expires on December 31, 2005.

In the execution of any documents necessary for the purposes set forth herein, Sonni Dellenbach shall exercise the power of President and Paul Foreman shall exercise the power of Secretary.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 14th day of August, 2005.

Exel Direct Inc.

President

Secretary

County of Delaware
State of Ohio

Subscribed and sworn to before me this 14th day of August, 2005 by David Vieira and Martin Boratyn known personally to me to be the President and Secretary of Exel Direct Inc.

Notary Public, State of Ohio



STACEY L. ALVEY

NOTARY PUBLIC
STATE OF OHIOMy Comm. Expires
February 27, 2006