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PLEASE REPLY TO

Tampa

361429  
October 20, 1997

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

100002924741--3  
-10/20/97--01152--013  
\*\*\*\*\*35.00

Re: Educational Review Systems, Inc.  
Our File No. 95-0248

DIVISION OF CORPORATIONS  
97 OCT 20 AM 8:15

Dear Sir or Madam:

On behalf of Educational Review Systems, Inc., we enclose for filing one signed copy of Statement of Change of Registered Office and Registered Agent, together with a check in the amount of \$35.00.

Please direct any questions or comments with regard to the foregoing to the undersigned either at the address set forth at the top of this letter or at (813) 223-7474, ext. 466.

Please acknowledge receipt of the above referenced enclosures by date stamping the enclosed copy of this letter and Statement of Change of Registered Office and Registered Agent, and returning the same to the undersigned in the enclosed envelope.

Sincerely,

Charles M. Harris, Jr.

CMH/KDW/krf  
Enclosures

17 279  
CC

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
AND REGISTERED AGENT**

Pursuant to the provisions of section 607.0502, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered agent, or both, in the State of Florida.

1. The name of the corporation is Educational Review Systems, Inc.  
Date of incorporation March 20, 1970 Document number 361429

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

Oscar E. Araujo  
406 SW 40th Terrace  
Gainesville, Florida 32607

3. The name and address of the new registered agent and office:

Jody Simon  
5313 Johns Road, Suite 201  
Tampa, Florida 33634

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: *Frank Dagostino*  
Frank Dagostino, President

DATE: 09/10/97

SIGNATURE: *Jody Simon*  
Jody Simon, CEO

DATE: 9/10/97

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.

SIGNATURE: *Jody Simon*  
DATE: 9/10/97

DIVISION  
97 OCT 20 AM 8:12