



THE UNITED STATES
CORPORATION
COMPANY

B9900000056

ACCOUNT NO. : 072100000032

REFERENCE : 244495 7141421

AUTHORIZATION

COST LIMIT

\$ 35.00

Patricia Pizut

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAY 20 PM 2:28
4.17

ORDER DATE : May 18, 1999

ORDER TIME : 11:36 AM

ORDER NO. : 244495-535

400002881654--0

CUSTOMER NO: 7141421

CUSTOMER: Steve Whitehead, Esq
Randstad Staffing Services,
Randstad Usa, Inc.
2015 South Park Place, N.w.
Atlanta, GA 30339

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CHANGE OF AGENT

NAME: MINDSHARP LEARNING CENTERS, LP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Brenda Phillips

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 MAY 20 PM 3:19
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

mx
5/20/99

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provision of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership 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 of Florida.

1. MINDSHARP LEARNING CENTERS, L.P.

Name of the limited partnership

2. 2/4/99

Date of filing/registration in Florida

3. B99000000056

Document number assigned

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

C T CORPORATION SYSTEM

1200 SOUTH PINE ISLAND ROAD

PLANTATION, FL 33324

5. The name and street address of the successor registered agent and office (P.O. Box **not** acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

Such change was authorized by the general partners.

Steven J. Whithier

Signature of General Partner

May 12, 1999

Date

Having been named as registered agent and to accept service of process for the above stated limited partnership 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

By: Karen B. Kozar

Registered Agent signature
Karen B. Kozar, Asst. Sec.

Corporation Service Company

5/20/99

Date

Filing Fee: \$35.00

Division of Corporations

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