



F00000004221

FILED
2002 FEB 20 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 397260 7192787

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 15, 2002

ORDER TIME : 5:35 PM

ORDER NO. : 397260-015

CUSTOMER NO: 7192787

CUSTOMER: Mr. Daryl Angell
Serco Group Inc.
20 East Clementon Road
Suite 102 South
Gibbsboro, NJ 08026

200004961172--4
-02/20/02--01003--021
*****35.00 *****35.00

CHANGE OF AGENT

NAME: SERCO MANAGEMENT SERVICES,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

RECEIVED
02 FEB 20 AM 10:48
DIVISION OF CORPORATION

C. Coulliette FEB 20 2002

**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 of Florida.*

1. The name of the corporation : SERCO MANAGEMENT SERVICES, INC.

2. The mailing address of the corporation : 220 East Clementon Road, Gibbsboro, NJ 08026

3. Date of incorporation/qualification: July 26, 2000 Document number: F00000004221

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

C T Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed)
(P. O. Box Not Acceptable)

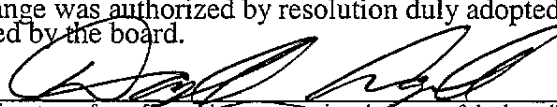
Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

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.


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

2-12-02
(Date)

Daryl Angell, Corporate Controller

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 of Registered Agent)

2-18-2002
(Date)

If signing on behalf of an entity:

Carol K. Dolor, Assistant Vice President

(Typed or Printed Name)

(Capacity)

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