

F000000004583

Project Resources Inc.

August 29, 2001

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

900004582749--1
-09/11/01--01037--001
*****35.00 *****35.00

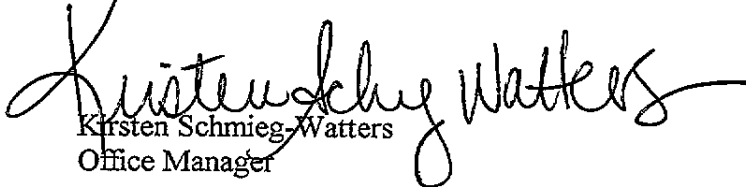
Re: PRI Constructors, Inc. (Document #F00000004583)

To Whom It May Concern:

Enclosed please find a completed Statement of Change of Registered Agent form for PRI Constructors, Inc. I have also attached a check for \$35.00 to cover all processing fees.

Thank you for your attention to this matter, and please don't hesitate to contact me with any questions.

Sincerely,
PROJECT RESOURCES INC.


Kirsten Schmieg-Watters
Office Manager

KSW/ms

Enclosure

POA Change
9-19-01
vms

FILED
01 SEP 11 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 California
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 : PR1 Constructors, Inc.
2. The mailing address of the corporation : 3760 Convoy Street, #230
Project Resources Inc. San Diego, CA 92111
3. Date of incorporation/qualification: August 10, 2000 Document number: F00000004583
4. The name and address of the current registered agent and office:

Alvin Becker, Sr.

6469 Fox Grape Lane

Bradenton, Florida 34202

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

NRA1 Services, Inc.

526 E. Park Avenue

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

9/4/01
(Date)

William (Tom) Campbell, CFO
(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]
(Signature of Registered Agent)

September 7, 2001
(Date)

If signing on behalf of an entity:

Ruth Talavera
(Typed or Printed Name)

Assistant Secretary
(Capacity)

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