

F 00000006877

NewCo Corporate Services, Inc.

875 Avenue of the Americas
Suite 501
New York, New York 10001

Telephone: (212) 356-8340

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Fax: (212) 356-8379

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 AUG -5 PM 4:49

July 31, 2002

Secretary of State of Florida
Corporations Division
PO Box 6327
Tallahassee, Florida 32314

RE: **ADP ProfitPoint Group, Inc.**
Change of Agent -Florida

800006302658-3
-08/05/02--01075--01
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find Certificate of Change of Registered Office/Registered Agent on behalf of the above entity.

Please file the attached and return a filed-stamped copy to the attention of the undersigned at the above address.

If there are any problems, please contact the undersigned immediately at the following toll-free number 1-888-336-3926.

Thanking you in advance for your prompt attention to this matter.

Sincerely,


Gerri Miranda
Senior Specialist

Gerri Miranda
~~_____~~ CAVE
AUTHORIZATION BY PHONE TO
Read officer title
CORRECT
DATE 08-12-02
DC

RA CHANGE
08/12/02
DC

Encls.

Check # 15293 Amount \$ 35 -

**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 OREGON
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 : ADP ProfitPoint Group, Inc.
2. The mailing address of the corporation : ONE ADP BOULEVARD
ROSELAND, NEW JERSEY 07068
3. Date of incorporation/qualification: 12/12/2000 Document number: FOOOOOOOO6877
4. The name and address of the current registered agent and office:

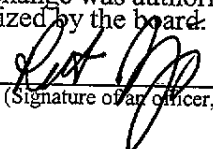
CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FLORIDA 33324

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

NRAI Services, Inc.
526 E. Park Avenue
Tallahassee, FL 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)

JULY 30 2002
(Date)

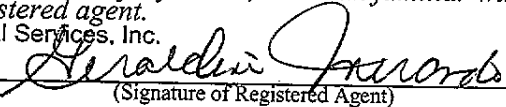
ROBERT J. SINGER

Asst. Sec.

(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.

NRAI Services, Inc.


(Signature of Registered Agent)

JULY 31, 2002
(Date)

If signing on behalf of an entity:

GERALDINE MIRANDO

(Typed or Printed Name)

Asst. Sec.
(Capacity)

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

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