

F01000000346

(Requestor's Name)

CT CORPORATION SYSTEM

1021 Main Street, Suite 1150
Houston, TX 77002

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

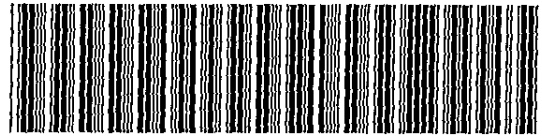
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/10/03--01041--002 **35.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 SEP 10 PM 2:09

PA change

09/16/03

PC

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 : Talent Tree of Texas, Inc.
- 2. The mailing address of the corporation : 9703 Richmond Avenue, Houston, TX 77042
- 3. Date of incorporation/qualification: 1/19/01 Document number: F01000000346
- 4. The name and address of the current registered agent and office:

Capitol Corporate Services, Inc.
1333 North Duval Street
Tallahassee, FL 32303

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

C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road,
Plantation, Florida 33324

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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.

Tanya DeHoyos (Signature of an officer, chairman or vice chairman of the board) 9/4/03 (Date)

Tanya DeHoyos, Secretary
 (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.

C T Corporation System
 By: Victor Alfano (Signature of Registered Agent) 9/14/03 (Date)

If signing on behalf of an entity: Victor Alfano
Assistant Secretary
 (Typed or Printed Name) (Capacity)

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

COUNTY OF HARRIS

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Sam Crocker, the Secretary of Talent Tree of Texas, Inc. ("the Corporation"), a corporation incorporated under the laws of Delaware, does hereby appoint Victor Alfano and Tanya DeHoyos as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Victor Alfano shall exercise the power of Vice President and Tanya DeHoyos shall exercise the power of Secretary.

This Power of Attorney expires when revoked by Sam Crocker.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 28th day of August, 2003.

Sam Crocker
Sam Crocker
Secretary

Subscribed and sworn to before me this 28 day of August, 2003

[Signature]
Notarize below

