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January 28, 2002

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

000004854340--9
-02/01/02--01082--009
*****70.00 *****35.00


Re: **First Source Payroll Corp.**
First Source Management, Inc.

Dear Sir or Madam:

Enclosed for filing please find a Statement of Change of Registered Agent for both of the above-captioned corporations as well as the filing fee in the amount of \$70.00 (\$35.00 x 2). Please date stamp the enclosed copies and return to our office in the enclosed postage paid envelope.

Thank you for your attention to this matter.

Very truly yours,


Carl A. Cascio

CAC/gk
Enclosures

cc: Mr. John Luciani, CEO

FILED
02 FEB -1 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change

T BROWN FEB - 5 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 is: First Source Management, Inc.

2. The mailing address of the corporation is: 1903 South Congress Avenue, Suite 160
Boynton Beach, Florida 33426

3. Date of incorporation/qualification: 4/16/01 Document number: F01000002025

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

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

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

Carl A. Cascio, Esq.

639 E. Ocean Avenue, Suite 207

Boynton Beach, FL 33435

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SECRETARY OF STATE

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.

John Luciani, Chief Executive Officer
(Signature of an officer, chairman or vice chairman of the board)

1/28/02

(Date)

(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.

Carl A. Cascio, Esq.
(Signature of Registered Agent)

1/28/02

(Date)

If signing on behalf of an entity:

CARL A. CASCIO
(Typed or Printed Name)

Pres
(Capacity)

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