

F93000000336 TCS

Industry Leaders in Regulatory Services

Telecom Compliance Services, Inc.
6455 East Johns Crossing, Suite 285
Duluth, GA 30097
phone (678) 775-2244 fax (678) 775-2254

June 15, 2000

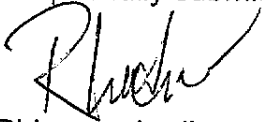
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Telcorp, Ltd.
Change of Registered Agent/Registered Office

To Whom It May Concern:

Please return a date stamped copy of the attached form to the address above. If you need further information, please do not hesitate to give me a call at (678) 775-2244. Thank you in advance for your assistance and cooperation.

Respectfully submitted,



Rhiannon Ludlow
Compliance Analyst

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA change
T. LEWIS JUN 29 2000

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 New York 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: Telcorp, Ltd. Company

2. The mailing address of the corporation is: _____
1250 Broadway, Hewlett, NY 11557

3. Date of incorporation/qualification: 1/25/93 Document number: F93000000336

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

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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

TCS Corporate Services, Inc.

1406 Hays Street, Suite #2

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.

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

June 12 2000
(Date)

Stephen Samuel
(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.

Chris Stockhoff
(Signature of Registered Agent)

6/15/00
(Date)

If signing on behalf of an entity:

Chris Stockhoff, Secretary

(Typed or Printed Name)

(Capacity)

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