

F94000002349



ACCOUNT NO. : 072100000032
 REFERENCE : 404331 8316A
 AUTHORIZATION : *Patricia Pizut*
 COST LIMIT : \$ 35.00

ORDER DATE : May 27, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 404331-045

CUSTOMER NO: 8316A

800002195928--5

CUSTOMER: Mr. Robert Calabro
 Chi Financial Services, Inc.
 177 Crossways Park Drive
 Woodbury, NY 11797

CHANGE OF AGENT

NAME: WC-HR MANAGEMENT SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Stscherban

RECEIVED
 97 MAY 30 AM 10:37
 DIVISION OF CORPORATIONS
 TALLAHASSEE FLORIDA
 97 MAY 30 PM 12:44
 FILED
 SECRETARY OF STATE

5/30
John
R.A. Change

Florida Department of State, Jim Smith, Secretary of State

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 MICHIGAN submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

97 MAY 30 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1a. The name of the corporation is: _____
WC-HR MANAGEMENT SERVICES, INC.

1b. Date of incorporation: _____ Document number _____

2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM
1200 SO. PINE ISLAND DRIVE PLANTATION FL 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
CORPORATION SERVICE COMPANY
1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent 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

DATE

ROBERT CARON VICE

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

CORPORATION SERVICE COMPANY
LISA G. MULLIGAN
SIGNATURE By: _____
ASST VICE PRESIDENT
DATE 5-29-97