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JAMES A. CURRAN
JOSEPH J. COLLOPY
TERESA MAGEE

IRA S. PIMM, JR.
CONSULTANT

Corporation Guarantee and Trust Company

701 ARCHITECTS BUILDING

117 SOUTH 17TH STREET, PHILADELPHIA, PA 19103-5090

TELEPHONE (215) 563-6131 • FAX (215) 563-9410

June 4, 1999

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

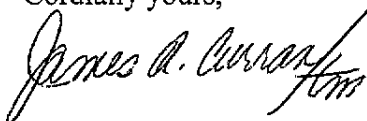
RE: RSL COM U.S.A., INC.

Dear Sir or Madam:

Enclosed is duplicate Change of Agent form of the above company for filing with your office.
Also enclosed is our \$35.00 check to cover the filing fees.

Please send your usual acknowledgment and receipt to this office when the filing has been completed.

Cordially yours,



James A. Curran
President

JAC/mag

Enclosures

FILED
99 JUN 23 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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G. COULLIETTE JUN 24 1999

**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.

1a. The name of the corporation is: RSL COM U.S.A., INC.

1b. The mailing address of the corporation is : 430 PARK AVENUE, 5TH FLOOR,
NEW YORK, NY 10022

1c. Date of incorporation: 5/18/90 Document number: F95000000230

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

CT CORPORATION SYSTEMS
1200 S. PINE ISLAND ROAD
PLANTATION, FL 33324

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

EDWIN F. BLANTON
825 THOMASVILLE ROAD
TALLAHASSEE, FL 32303

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.

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

5/10/99
(Date)

Ed Thomas, President

(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.

(Signature of Registered Agent)

June 15, 99
(Date)