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CHARLES COYLE & COMPANY, INC.

826 Shadybrook Drive

Suite B

Marietta, GA 30066-6216

Phone: (800) 211-8645 Fax (800) 211-8647

7-28-97

FL - Sec. of State

PLEASE FILE THE ATTACHED CHANGE OF AGENT PAPERS

AND RETURN THE STAMPED COPY.

IF THERE ARE ANY PROBLEMS PLEASE CALL 1-800-211-8645

J. COYLE

J.C.

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-07/30/97-01090-002

*****35.00 *****35.00

FILED
97 JUL 30 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA Change
8-6-97
JC

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

1a. The name of the corporation is: _____
WorldCom Technologies, Inc.

1b. Date of incorporation: 1-3-92 Document number F95000001133
Date of qualification: 3-9-95

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

1200 S. Pine Island Drive, Plantation, FL 33324

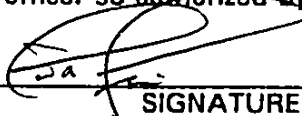
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, 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

July 24, 1997

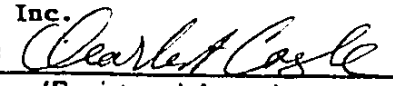
DATE

Scott D. Sullivan - Secretary

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.

NRAI Services, Inc.

SIGNATURE By: 

Charles A. Coyle (Registered Agent) Asst. Secy.

DATE July 25, 1997