

F95000001630

NewCo Corporate Services, Inc.

Empire State Building
350 Fifth Avenue, Suite 6017
New York, NY 10118-6099

Telephone: (212) 220-3970

Internet Address: dtalie350@aol.com

Fax: (212) 220-3999

FILED
00 FEB 18 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 14, 2000

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

200003140402--1
-02/18/00--01102--017
*****35.00 *****35.00

RE: IAC SECURITIES, INC.

Dear Sir/Madam:

Enclosed please find Statement of Change of Registered Office or Registered Agent and our check in the amount of \$35.00. Please file the attached and return a filed-stamped copy to the attention of the undersigned at the above address.

If there is a problem, please contact the undersigned immediately at the following toll-free number 1-888-336-3926.

Thanking you in advance for your prompt attention to this matter.

Sincerely yours,



Theresa Festa
Senior Corporate Specialist

RA Chg.

V. SHEPARD MAR 1 2000

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

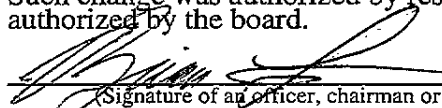
Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Iowa submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: IAC SECURITIES, INC.
2. The mailing address of the corporation is: 2122 York Road, Ste. 300, Oak Brook, IL 60523
3. Date of incorporation/qualification: 4/4/98 Document number: F95000001630
4. The name and address of the current registered agent and office:
The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105
Tallahassee, FL 32301
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
NRAI Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

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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.


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

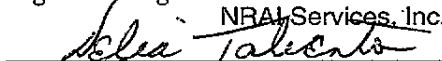
12/27/99

(Date)

Brian Lenart, Vice-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)

NRAI Services, Inc.

12/27/99

(Date)

If signing on behalf of an entity:

Delia Taliento, Asst. Secty

(Typed or Printed Name)

(Capacity)

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