



F95000602551

ACCOUNT NO. : 072100000032

REFERENCE : 632953 4816441

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 35.00

ORDER DATE : December 12, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 632953-095

CUSTOMER NO: 4816441

500002376475--1

CUSTOMER: Mr. Mark Kleinman
Sterling Software, Inc.
Suite 1200
300 Crescent Court
Dallas, TX 75201

CHANGE OF AGENT

NAME: STERLING SOFTWARE (U.S. OF
AMERICA), INC.

FILED
97 DEC 18 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

RECEIVED
97 DEC 18 PM 12:16
DIVISION OF CORPORATION

*RFM
WCG
12/18*

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: _____
STERLING SOFTWARE (U.S. OF AMERICA), 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

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.

Mark H. Klesman
SIGNATURE

11-20-97
DATE

Mark H. Klesman
Asst. Sec.
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.

VICKI SCHREIBER
SIGNATURE BY VICKI SCHREIBER
ASST VICE PRESIDENT

DATE 12-16-97

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TALLAHASSEE, FLORIDA
33324