

F95000004437



ACCOUNT NO. : 072100000032

REFERENCE : 848512 167868A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 35.00

ORDER DATE : June 9, 1998

ORDER TIME : 8:52 AM

ORDER NO. : 848512-500

CUSTOMER NO: 167868A

CUSTOMER: Ms. Carol R. Mullis
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

FILED
98 JUN 19 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

600002565306--8

NAME: QUESTPOINT G.P., INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

RECEIVED
98 JUN 19 AM 10:40
DIVISION OF CORPORATION

6/19 *gon*
RA
Caavaz

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

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.

1. The name of the corporation is: QUESTPOINT G.P., INC.

2. The mailing address of the corporation is: PO BOX 7618, 401 MARKET STREET
PHILADELPHIA, PA 19101-7618

3. Date of incorporation/qualification: September 13, 1995 Document number: F95000004437

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

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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

Corporation Service Company
1201 Hays Street
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]
(Signature of an officer, chairman or vice chairman of the board)

6/9/98
(Date)

Joseph M. Loughrey, President & CEO
(Printed or typed name and title)

6/9/98
(Date)

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.

Corporation Service Company
[Signature]
(Signature of Registered Agent)

6-19-98
(Date)

If signing on behalf of an entity:

KAREN B. ROZAR
(Typed or Printed Name)

Assistant Vice President
(Capacity)