

F97000000093



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 449889 4334041

AUTHORIZATION

Patricia Pignatelli

COST LIMIT : \$ 35.00

FILED
NOV -2 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 1, 1999

ORDER TIME : 11:40 AM

ORDER NO. : 449889-025

300003032743-8

CUSTOMER NO: 4334041

CUSTOMER: Mr. John H. Pelletier
Csc The United States
Suite 8746
Two World Trade Center
New York, NY 10048-0203

FOREIGN FILINGS

NAME: XL CONNECT SYSTEMS, INC.

FILE 2ND

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 NOV -2 PM 12:57

N.C.
G. COULLETTE NOV 02 1999

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

Name of corporation as it appears on the records of the Department of State.

Pennsylvania

Incorporated under laws of

3. June 24, 1998

Date authorized to do business in Florida

SECTION II

its jurisdiction of incorporation? December 28, 1998

Xerox Connect, Inc.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Signature _____

August 25, 1999

Date _____

Charles P. Gilliam

Typed or printed name

Vice President & Asst. Secretary

Title

98 NOV -2 PM 3:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

SEPTEMBER 22, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that on December 28, 1998, Articles of Merger were filed pursuant to the laws of the Commonwealth of Pennsylvania whereby XEROX CONNECT, INC., a Pennsylvania corporation, incorporated January 5, 1996, merged into and with XLCONNECT SYSTEMS, INC., a Pennsylvania corporation, incorporated April 25, 1996, which was the surviving corporation to the merger.

I DO FURTHER CERTIFY, That XLCONNECT SYSTEMS, INC. changed its corporate name by virtue of Articles of Merger on December 28, 1998 to XEROX CONNECT, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Dujongjuth

Secretary of the Commonwealth

CFEN