



THE UNITED STATES  
CORPORATION  
COMPANY

# F970000000405

ACCOUNT NO. : 072100000032

REFERENCE : 461164 4362477

AUTHORIZATION

COST LIMIT : \$ 35.00

*Patricia Pizette*

ORDER DATE : July 14, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 461164-030

CUSTOMER NO: 4362477

700002246407--0

CUSTOMER: Kim Norton, Legal Assistant  
Safeguard Scientifics, Inc.  
800 The Safeguard Building  
435 Devon Park Drive  
Wayne, PA 19087-1945

CHANGE OF AGENT

NAME: RMS INFORMATION SYSTEMS, INC.

FILED  
97 JUL 24 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

1/24  
*for R.A. Change*  
RECEIVED  
97 JUL 24 AM 10:50

Florida Department of State, Jim Smith, Secretary of State

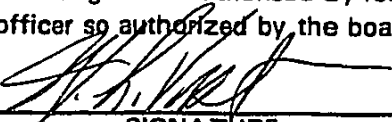
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

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: RMS INFORMATION SYSTEMS, INC.
- 1b. Date of incorporation: 10/2/96 Document number \_\_\_\_\_
2. The name and address of the current registered agent and office:  
C T CORPORATION SYSTEM  
1200 SO. PINE ISLAND Road PLANTATION FL 33324
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.

  
\_\_\_\_\_  
SIGNATURE  
June 16, 1997  
\_\_\_\_\_  
DATE

William L. Vest, VP-F&A

\_\_\_\_\_  
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.

CORPORATION SERVICE COMPANY  
John G. Mulligan  
SIGNATURE By:   
ASST VICE PRESIDENT  
DATE July 22, 1997