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FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
98 JAN - 9 PM 3: 58

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January 8, 1998

VIA FEDERAL EXPRESS

Secretary of State of Florida
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002396023--7
-01/09/98--01100--006
*****87.50 *****87.50

RE: ORC TeleScience Corp. - Amendment to Qualification

Dear Sir:

Enclosed herewith for filing with your office, please find the following documents:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
2. An original certificate evidencing the name change from the State of Delaware.
3. A check in the amount of \$87.50 (\$35.00 representing the filing fee and \$52.50 for a certified copy).

Once filed, please forward the certified copy of the filing to the attention of the undersigned. A federal express package has been enclosed for this purpose. Thank you.

Very truly yours,

Jennifer L. Dombrowski
Jennifer L. Dombrowski
Corporate Assistant
Corporate Services Department

jld
Enclosures

cc: David Gitlin, Esquire

DSA:134053.1

N.C.
01-12-98
CC

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

SECTION I

(1-3 must be completed)

1. ORC TeleScience Corp.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. April 11, 1997
Incorporated under the laws of Date authorized to do business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECTION II

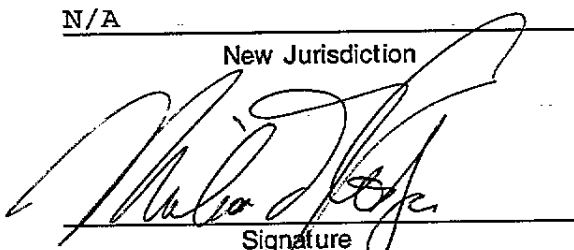
(4-7 complete only the applicable changes)

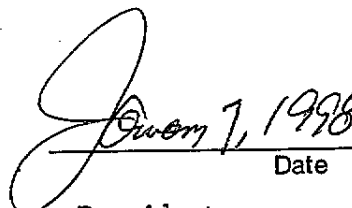
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 7, 1998
5. ORC TeleService Corp.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

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

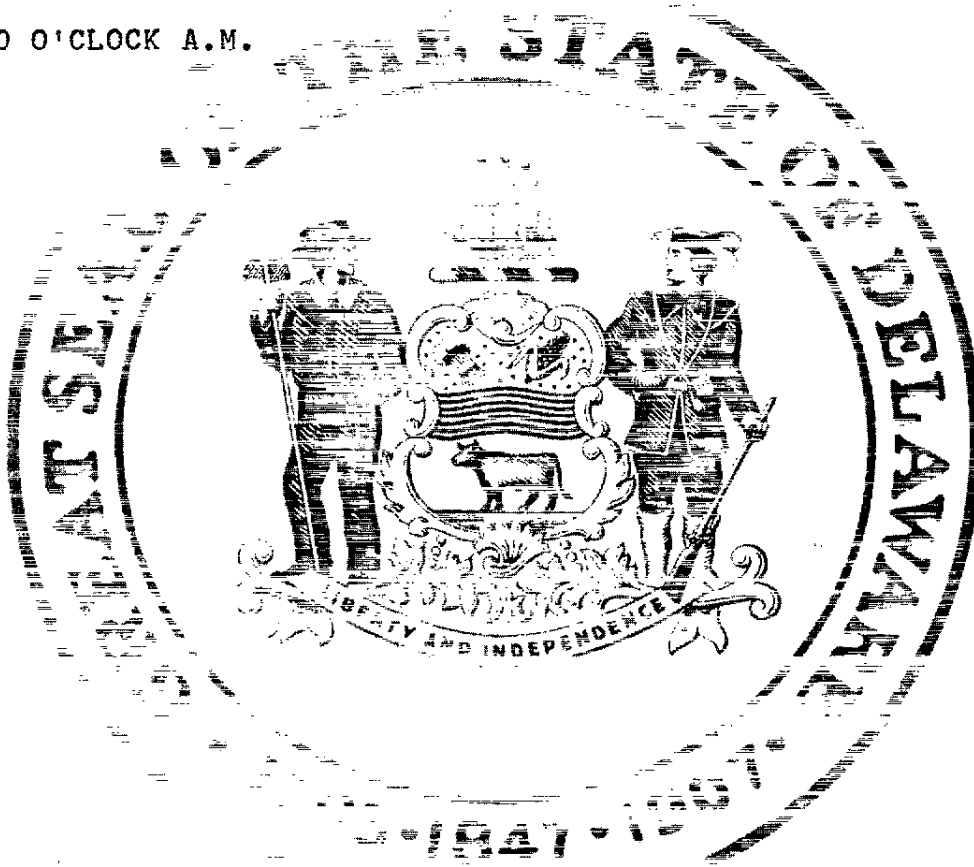
N/A
New Jurisdiction


Signature
Michael R. Cooper
Typed or printed name


Date
January 7, 1998
President
Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ORC TELESERVICE CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ORC TELESERVICE CORP.", THE SEVENTH DAY OF JANUARY, A.D. 1998, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8853012
DATE: 01-07-98