



6455 East Johns Crossing, Suite 285, Duluth, GA 30097
Phone (678) 775-2244 Fax (678) 775-2254

F97000003906

March 19, 2002

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

500005153555--2
-03/25/02--01050--015
*****35.00 *****35.00

RE: FOXTEL, INC.
Change of Registered Agent/Registered Office

To Whom It May Concern:

Enclosed please find the following:

- 1) Two copies of the appropriate Statement of Change of Registered Office or Registered Agent.
- 2) A check in the amount of \$35.00 in payment of Change of Agent Fees.
- 3) A postage-paid return envelope for use in returning a date stamped copy of the change application.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 25 PM 12:51

Please return a date stamped copy of the attached form to the address above.

Should you have any questions or need further information, please do not hesitate to call me directly. Thank you in advance for your assistance and cooperation.

Respectfully submitted,

Sherry GALE
Account Coordinator

RA Chg.

V SHEPARD APR 1 2002

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 Nevada 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 : FoxTel, Inc.

2. The mailing address of the corporation : 333 Holcomb Avenue, Suite 200 Reno NV 89502

3. Date of incorporation/qualification: 7/24/1997 Document number: F97000003906

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

NRAI Services, Inc.

526 E. Park Ave Tallahassee FL 32301

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

TCS Corporate Services, Inc.

1406 Hays Street, Suite #2 Tallahassee, FL 32301

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)

3-11-02
(Date)

Tom Beardon, President
(Printed or typed name and title)

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.

[Signature]
(Signature of Registered Agent)

2/28/02
(Date)

If signing on behalf of an entity:

Ernest Ellis
(Typed or Printed Name)

Vice President
(Capacity)

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