

F98000000381
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February 14, 2002

Department of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Risk Metrics Corporation/Date of Inc. 1/22/98
Document number: F98000000381
Our File Number 3232.01

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 FEB 20 PM 2:03

Dear Sir/Madam:

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-02/20/02--01087--001
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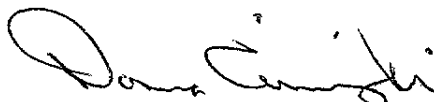
Enclosed please find the fully executed Statement of Change of Registered Office and Registered Agent, along with our firm's check number 2940, in the amount of Forty Three Dollars and Seventy Five Cents (\$43.75) made payable to Florida Department of State for the above referenced corporation which includes the \$35.00 filing fee and \$8.75 for a certified copy of the filed Change of Registered Agent.

Kindly file this Statement of Change of Registered Office and Registered Agent and provide us with a certified copy of the filed Change of Registered Agent. We have enclosed a self-addressed stamped envelope for your convenience.

If you have any questions, please do not hesitate to contact the undersigned. Thank you for your assistance.

Very truly yours,

SACHS, SAX & KLEIN, P.A.



Donna Ginieczki, Legal Assistant to Ronald J. Klein

Enclosure

M:\Corporate\McCarthy\Risk Metrics\secretary of state w change of registered agent to file.wpd

RA Chg.

V SHEPARD FEB 21 2002

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

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 Florida 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: Risk Metrics Corporation
2. The mailing address of the corporation: 1595 NW 1st Court, Boca Raton, FL 33431
3. Date of incorporation/qualification: 1/22/98 Document number: F98000000381
4. The name and address of the current registered agent and office:

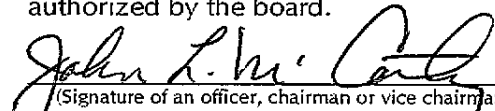
Carter, David A.
2300 Glades Road, Suite 210 W
Boca Raton, FL 33431

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

McCarthy, John
1595 NW 1 st Court
Boca Raton, FL 33431

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.

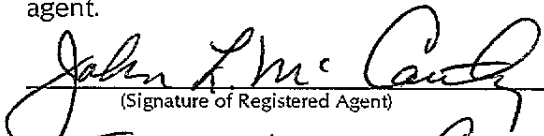

(Signature of an officer, chairman or vice chairman of the board)

1-19-02
(Date)

JOHN L. MCCARTHY - President
(Printed or typed name and title)

1-19-02
(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.


(Signature of Registered Agent)

JOHN L. MCCARTHY
(Printed or typed name and title)

1-19-02
(Date)

1-19-02
(Date)

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