



THE UNITED STATES
CORPORATION
COMPANY

F98000001072

ACCOUNT NO. : 072100000032

REFERENCE : 156445 7176062

AUTHORIZATION :

Patricia Pyjot

COST LIMIT : \$ 35.00

ORDER DATE : March 3, 1999

ORDER TIME : 9:17 AM

ORDER NO. : 156445-045

CUSTOMER NO: 7176062

300002797153--7

CUSTOMER: Ms. Joanne G. Edmunds
Convergent Communications, inc
Suite 400
400 Inverness Drive South
Englewood, CO 80112

CHANGE OF AGENT

NAME: CONVERGENT CAPITAL CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Maria Stephens

FILED
99 MAR -8 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAR -8 AM 10:35
DIVISION OF CORPORATION

see 3/8

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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 Colorado 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 is: _____

Convergent Capital Corporation

2. The mailing address of the corporation is: 400 Inverness Dr South Ste 400

Englewood, CO 80112

3. Date of incorporation/qualification: February 25, 1998 Document number: F98000001072

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

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

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

Corporation Service Company

1201 Hays Street

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.

Martin E. Freidel
(Signature of an officer, chairman or vice chairman of the board)

2/26/99
(Date)

Martin E. Freidel, Vice President

(Printed or typed name and title)

(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.

Corporation Service Company

Karen Harris
(Signature of Registered Agent)

3/4/99
(Date)

If signing on behalf of an entity:

Karen Harris

Assistant Vice President

(Typed or Printed Name)

(Capacity)