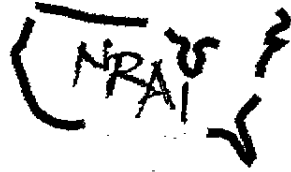


F98000005433



National Registered Agents, Inc.
... "NRAI, the best choice for statutory representation"

May 15, 2000

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

600003259096--4
-05/19/00--01055--003
*****35.00 *****35.00

RE: Compass Telecommunications, Inc.
Florida Change of Agent

Dear Sir/Madam,

For the purposes of changing the registered agent and registered office of the above captioned Nevada corporation, enclosed herewith, in duplicate, is a Statement of Change of Registered Office and Registered Agent accompanied by our check in the amount of \$35.00.

Please proceed with the filing of the enclosed, returning official receipts and evidence in the enclosed Business Reply Envelope.

Thank you in advance for your cooperation in this matter.

Very truly yours,

Dennis E. Howarth
President

DEH:me

Enclosures - Check

FILED
00 MAY 19 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Change
T. LEWIS JUN 1 2000

**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 is: Compass Telecommunications, Incorporated

2. The mailing address of the corporation is: 7001 North Scottsdale Road, Suite 2000, Scottsdale, AZ 85250

3. Date of incorporation/qualification: 9/28/98 Document number: 98000005433

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

American Regulatory Services Corp.

6635 W. Commercial Blvd.

Tamarac, FL 33319

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

NRAI Services, Inc.

526 East Park Avenue

Tallahassee, FL 32301

FILED
00 MAY 19 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

(Date)

May 3rd, 2000

Ray Powers 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.

NRAI Services, Inc.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

Dennis E. Howarth

President

(Typed or Printed Name)

(Capacity)

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