

F990000006012

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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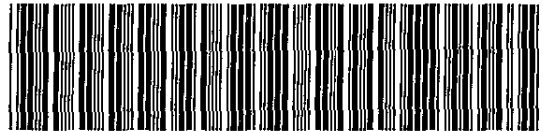
(Business Entity Name)

(Document Number)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 392238 4305340
AUTHORIZATION : *Patricia Pizuto*
COST LIMIT : \$ 35.00

ORDER DATE : January 12, 2004

ORDER TIME : 9:44 AM

ORDER NO. : 392238-015

CUSTOMER NO: 4305340

CUSTOMER: Mr. Steven Bechtler
Mccarter & English
P.o. Box 652

Newark, NJ 07101-0652

CHANGE OF AGENT

NAME: ACCOUNTING SOLUTIONS HOLDING
COMPANY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ellyn Herndon

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, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: ACCOUNTING SOLUTIONS HOLDING COMPANY, INC.
2. The principal office address: 222 West Las Colinas, Ste. 1250, Irving, TX 75039
3. The mailing address (if different): 1040 Crown Pointe Pkwy., Atlanta, GA 30338
4. Date of incorporation/qualification: 11/19/1999 Document number: F99000006012
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

National Corporate Research, Ltd., Inc.

103 N. Meridian Street

Tallahassee, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company

1201 Hays Street

(P.O. Box or personal mailbox NOT acceptable)

Tallahassee, FL 32301

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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, or the corporation has been notified in writing of the change.

Maureen Cullen
(Signature of an officer or director)

Maureen Cullen, Attorney in Fact
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company

By: Sylvia Queppet
(Signature of Registered Agent)

January 13, 2004

(Date)

If signing on behalf of an entity:

Sylvia Queppet

(Typed or Printed Name)

Asst. Vice President

(Capacity)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314