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FILED
2002 SEP 16 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 736643 7155110
AUTHORIZATION : *Patricia Pigeto*
COST LIMIT : \$ 35.00

ORDER DATE : September 9, 2002

ORDER TIME : 10:30 AM

ORDER NO. : 736643-545

CUSTOMER NO: 7155110

700007774517--5

CUSTOMER: Patricia Meudt, Legal Asst
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

CHANGE OF AGENT

NAME: REFERRAL NETWORK, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

RECEIVED
02 SEP 16 AM 11:58
DIVISION OF CORPORATION

CONTACT PERSON: Ellyn Herndon -- EXT# DELETE

EXAMINER: _____

C. Coulliette SEP 16 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 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 : REFERRAL NETWORK, INC.

2. The mailing address of the corporation : 27271 Las Ramblas, Attn: L. Bracken, Mission Viejo,
CA 92691

3. Date of incorporation/qualification: March 4, 1985 Document number: H4539

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

CT Corporation System

1200 S. Pine Island Road

Plantation, FL 33324

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

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 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.

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

July 19, 2002
(Date)

Maureen Cullen, Attorney-in-Fact
(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.

Anne M. Martin
(Signature of Registered Agent)

July 19, 2002
(Date)

If signing on behalf of an entity:

Anne M. Martin, Asst. Vice President
(Typed or Printed Name)

(Capacity)

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