



THE UNITED STATES
CORPORATION
COMPANY

J58265

ACCOUNT NO. : 072100000032

REFERENCE : 617819 7204869

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 35.00

ORDER DATE : March 9, 2000

ORDER TIME : 4:15 PM

ORDER NO. : 617819

CUSTOMER NO: 7204869

CUSTOMER: Lyn Tuttle, Legal Asst
First Group America, Inc.
705 Central Ave. Ste 500

Cincinnati, OH 45202

*PA
Change*

800003210168--7

CHANGE OF AGENT

NAME: FIRST STUDENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

FILED
00 APR 14 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ADR
4/15/00*

**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 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 is: FIRST STUDENT, INC.

2. The mailing address of the corporation is: 705 Central Ave., Ste. 500 Cincinnati, OH 45202

3. Date of incorporation/qualification: Feb. 23, 1987 Document number: J58265

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

Vicki A. O'Meara

3600 NW 82nd Ave.

Miami, FL 33166

5. The name and address of the new registered agent and office: (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.

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

4/11/00
(Date)

FERNANDO LIEVANO, SECRETARY
(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.

By: *Carol K. Dolor*

(Signature of Registered Agent)

4/13/00
(Date)

If signing on behalf of an entity:

Carol K. Dolor, Assistant Vice President

(Typed or Printed Name)

(Capacity)

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