

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
 Fax Number : (850) 205-0380

From:

Account Name : PROSKAUER ROSE GOETZ & MENDELSON
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 14, 2001

PHONE1, INC.
770 PONCE DE LEON BLVD.
210
CORAL GABLES, FL 33134

SUBJECT: PHONE1, INC.
REF: P00000112547

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H01000114335
Letter Number: 901A00061422

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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: Phonel, Inc.

2. The mailing address of the corporation: 106 S. Biscayne Boulevard, Suite 2500, Miami, FL 33131

3. Date of incorporation/qualification: 11/7/00 Document number: PH0000112547

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

Johnny Tsinoianni

770 Force de Leon Blvd., Suite 110

Coral Gables, FL 33134

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

CT Corporation System

1306 S. Pine Island Road

Plantation, FL 33324

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)

11/13/01
(Date)

Doris Echeverry, Director
(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.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

PETER F. SOUZA
ASSISTANT SECRETARY

(Typed or Printed Name)

(Capacity)

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

CR12045(9/00)

DIVISION OF CORPORATIONS

P.O. Box 6327

TALLAHASSEE, FL 32314