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P01000098865

July 23, 2002

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

Re: Qualpath, Inc.
Document No. P01000098865

Dear Sir/Madam:

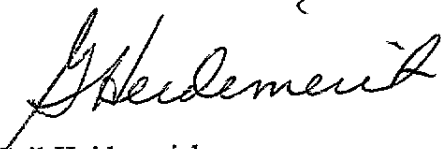
Enclosed are the original and one copy of a Statement of Change of Registered Office for filing with the Department of State, along with a check in the amount of \$35.00 to cover the filing fee.

Please note that the principal office address of the corporation has also been changed to 1501 SW 5th Court, Suite A, Pompano Beach, FL 33069.

Please return evidence of this filing to the undersigned. Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP


Gail Heidenreich
Paralegal

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Enclosures
cc: Jay R. Faeges

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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 : Qualpath, Inc.

2. The mailing address of the corporation : 1501 SW 5th Court, Suite A, Pompano Beach, FL 33069

3. Date of incorporation/qualification: October 10, 2001 Document number: P01000098865

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

Kevin DeYoung

7715 E. Upper Ridge Drive

Parkland, FL 33067

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

Kevin DeYoung

1501 SW 5th Court, Suite A

Pompano Beach, FL 33069

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.

Kevin J. DeYoung
(Signature of an officer, chairman or vice chairman of the board)

07/08/02
(Date)

Kevin DeYoung, 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.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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