

POB 992

UNITED
CORPORATE
SERVICES, INC.

serving the legal profession

Ten Bank Street, Suite 560

White Plains, NY 10606

October 16, 1998 Telephone: (914) 949-9188 Toll Free: (800) 899-8648 Telefax: (914) 949-9618

Re: BOX USA GROUP, INC.

000002672240--5
-10/26/98--01074--001
*****35.00 *****35.00

Corporation Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Dear Ms./Sir:

Enclosed please find the prescribed document and appropriate filing fee, if any, to change the registered office and/or agent in your State.

It would be appreciated if you would include copies of any revised form for this purpose.

Thank you for your attention to this matter.

Sincerely,

Maris Kruze
Project Manager

MK:nml
Enclosure

Refer to in Reply:
[CID: BOXUSAGR/34736GS]

FILED
98 OCT 26 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ZACH
PPG
10-29

Florida Department of State, Jim Smith, Secretary of State

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 New York submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Box USA Group, Inc.

1b. Date of incorporation 11-7-84 Document number P00992

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

The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

United Corporate Services, Inc.
801 Northeast 167th Street, Suite 300, North Miami Beach, Florida 33162

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered agent 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]
SIGNATURE
January 2, 1998
DATE

Harvey L. Friedman, Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Michael A. Barr, President
SIGNATURE [Signature]
(Registered Agent)
DATE 10-16-98

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314