

P04252



ACCOUNT NO. : 072100000032

REFERENCE : 150704 4391135

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piguet

ORDER DATE : February 26, 1999

ORDER TIME : 10:05 AM

ORDER NO. : 150704-015

CUSTOMER NO: 4391135

500002793055--6

CUSTOMER: Ms. Sharon Dunham
The Hillier Group Inc.
500 Alexander Park Cn 2-3

Princeton, NJ 08543

CHANGE OF AGENT

NAME: THE HILLIER GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

99 MAR -3 AM 9:50
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -3 AM 10:41
RECEIVED
DIVISION OF CORPORATION

BK
7/3/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 10, 1999

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: THE HILLIER GROUP, INC.
Ref. Number: W99000005758

RESUBMIT

Please give original
submission date as file date

*Please backdate
to 3-3-99*

We have received your document for THE HILLIER GROUP, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please note that you have submitted an ALIEN BUSINESS REGISTRATION form for THE HILLIER GROUP, INC. We will file this document if you wish.

However, we feel there may possibly be some confusion.

An ALIEN BUSINESS REGISTRATION is filed on an entity that is NOT transacting business in Florida, but owns real estate in Florida.

Please note that THE HILLIER GROUP, INC., a New Jersey corporation, filed a foreign corporation qualification in 1984, and has presumably been transacting business in Florida ever since.

What we wondered was if what you really wanted to do was to change the Registered Agent designation on our Document #P04252 from C T CORPORATION SYSTEM to CORPORATION SERVICE COMPANY.

If this is what you actually want to do, please complete and submit a CHANGE OF REGISTERED AGENT form. The fee to file this document is also \$35.00.

Please call if you have any questions.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 899A00011264

99 MAR -3 AM 9:50
DIVISION OF CORPORATIONS
SECRETARY OF STATE
HILLIER

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 _____ 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: THE HILLIER GROUP, INC.

2. The mailing address of the corporation is: 500 Alexander Park, CN 23, Princeton, NJ08543

3. Date of incorporation/qualification: 12/05/84 Document number: P04252

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 and office: (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 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.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

3/16/99
(Date)

Lois Etz, Assistant 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.

[Signature]
(Signature of Registered Agent)

3/17/99
(Date)

If signing on behalf of an entity:

Dolores Burton

(Typed or Printed Name)

Asst Secretary

(Capacity)

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