

P08000034389

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(City/State/Zip/Phone #)

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DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Chong

C.COULLIETTE

DEC 15 2008

EXAMINER



CT

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

December 15, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7436205 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Engage ERP, Inc. (FL)
Change of Agent
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

ers Kluwer

**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, this statement of change is submitted for a corporation organized under the laws of the State of FLORIDA in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: ENGAGE ERP, INC.
2. The principal office address: ONE INDEPENDENT DR, STE 800, JACKSONVILLE FL 32202
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 04/02/2008 Document number: P08000034389
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

CORPORATION SERVICE COMPANY

1201 HAYS STREET

TALLAHASSEE, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System

c/o C T Corporation System, 1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

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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, or the corporation has been notified in writing of the change.

Meli Maher
(Signature of an officer or director)

Melvin Maldonado Secretary
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

C T Corporation System
By: Madonna Cuddihy
(Signature of Registered Agent)

12-10-08
(Date)

If signing on behalf of an entity:

Madonna Cuddihy
(Typed or Printed Name)
Special Assistant Secretary

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E045 (8/05)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Gregory D. Holland of MPS Group ("the Corporation"), a Corporation formed under the laws of Florida and of the subsidiary entities shown on the list appended hereto does hereby appoint Melvin Maldonado and Madonna Cuddihy as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Madonna Cuddihy shall exercise the power of Vice President (or Member/Manager for an LLC) and Melvin Maldonado or Madonna Cuddihy shall exercise the power of Secretary (or Member/Manager for an LLC).

This Power of Attorney expires when revoked by Senior Vice President, of the Corporation. Chief Legal Officer & Secretary

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 24th day of November, 2008.

MPS GROUP

By Authorized Person: _____

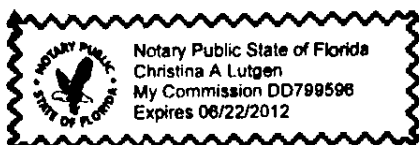
Name: Gregory D. Holland

Title: Senior Vice President, Chief Legal Officer
and Secretary

STATE OF FLORIDA)
) ss

COUNTY OF DUVAL)

Subscribed and sworn to before me this 24th day of November, 2008



Christina A. Lutgen
Notary Public