



THE UNITED STATES
CORPORATION
COMPANY

P09508

ACCOUNT NO. : 072100000032

REFERENCE : 635813 5052101

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizito

ORDER DATE : December 15, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 635813-265

CUSTOMER NO: 5052101

~~700002383007--1~~

CUSTOMER: Ms. Terri Alberhasky
First Data Corporation
2121 North 117th Avenue

Omaha, NE 68164-3600

CHANGE OF AGENT

NAME: EMPLOYEE BENEFIT PLANS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

FILED
97 DEC 26 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC 25 AM 10:50
DIVISION OF CORPORATION

Dee
12/26

R.A. change

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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 DELAWARE 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: EMPLOYEE BENEFIT PLANS, INC.

2. The mailing address of the corporation is: _____

3. Date of incorporation/qualification: 3/2/86 Document number: _____

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

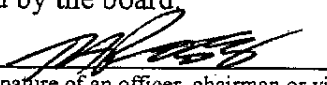
C T CORPORATION SYSTEM
1200 SO. PINE ISLAND DRIVE
PLANTATION, FL 33324

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 of an officer, chairman or vice chairman of the board)

THOMAS A. ROSSI ASST. SECRETARY

(Printed or typed name and title)

Dec. 10, 1997
(Date)

(Date)

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.

Vicki Schreiber
(Signature of Registered Agent)

12/24/97
(Date)

If signing on behalf of an entity:

VICKI SCHREIBER

(Typed or Printed Name)

ASST. VICE PRESIDENT

(Capacity)