



P11265

ACCOUNT NO. : 072100000032

REFERENCE : 128428 5123330

AUTHORIZATION

Patricia Pizutto

COST LIMIT : \$ 35.00

ORDER DATE : February 9, 1999

ORDER TIME : 12:0 PM

ORDER NO. : 128428-355

CUSTOMER NO: 5123330

CUSTOMER: Ms. Heather Bellville
Cox Enterprises, Inc
1400 Lake Hearn Drive

Atlanta, GA 30319

*RA
Change*

700002773157--2

CHANGE OF AGENT

NAME: VAL-PAK DIRECT MARKETING
SYSTEMS, INC.

FILED
99 FEB 11 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Brenda Phillips

2/12/99

RECEIVED
99 FEB 11 PM 1:45
DIVISION OF CORPORATION

*** 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: VAL-PAK DIRECT MARKETING SYSTEMS, INC.

2. The mailing address of the corporation is: 1400 LAKE HEARN DRIVE
ATLANTA, GA 30319

3. Date of incorporation/qualification: August 28, 1986 Document number: P11265

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

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

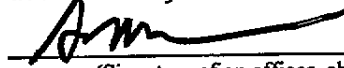
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

JAN 20 1999

(Date)

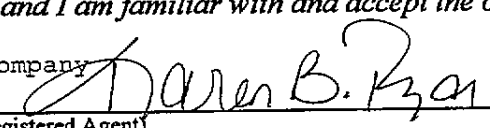
ANDREW A. MERDEK, Secretary

(Printed or typed name and title)

(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.

Corporation Service Company


(Signature of Registered Agent)

2/11/99
(Date)

If signing on behalf of an entity:

KAREN B. ROZAR

(Typed or Printed Name)

Assistant Vice President

(Capacity)