P23372

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 842646 4302796

AUTHORIZATION : Patricia Piguto

COST LIMIT : $ 35.00

FILED
00 SEP 27 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 25, 2000

ORDER TIME : 2:11 PM

ORDER NO. : 842646-025

CUSTOMER NO: 4302796

000003407140--7

CUSTOMER: Kasey Hannah, Legal Assistant
Kirkpatrick & Lockhart Llp
Eighth Floor, East Tower
9100 Wilshire Blvd
Beverly Hills, CA 90212

CHANGE OF AGENT

NAME: XYPLEX, INC.

RECEIVED
00 SEP 27 PM 3:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133

DR
9/28/00

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 Massachusetts *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: XYPLEX, Inc.

2. The mailing address of the corporation is: 295 Foster Street
   Littleton, MA 01460

3. Date of incorporation/qualification: March 13, 1989 Document number: P23372

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

   CT Corporation System
   1200 South 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

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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.

(Signature of an officer, chairman or vice chairman of the board) 9/18/00 (Date)

Edmund Glazer, Vice President
(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.

Corporation Service Company
By: (Signature of Registered Agent) 9/26/00 (Date)

If signing on behalf of an entity:

Lori Castaneda (Typed or Printed Name) Assistant Vice President (Capacity)

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