

CT CORPORATION SYSTEM

P32604

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Houston, TX 77002
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November 15, 1999

Secretary Of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-11/17/99-01075-003
*****35.00 *****35.00

FILED
99 NOV 17 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Seagull Marketing Services, Inc.

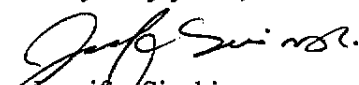
Dear Madam/Sir:

As requested by counsel, we enclose for filing a Change of Registered Agent on behalf of the above named corporation, together with the funds in payment of the required fees. The documents should be filed upon receipt.

Evidence of the filing should be returned to Jennifer Sinski in the enclosed SASE via regular mail.

If you have any questions or if for any reason the filing cannot be effected, please notify this office of the details by calling our toll-free number: 800-324-0754.

Very truly yours,


Jennifer Sinski
Customer Specialist

JS/js
Enclosure(s)

RA Chg.

V. SHEPARD NOV 23 1999

Florida Department of State, Jim Smith, Secretary of State

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 Texas submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Seagull Marketing Services, Inc.

1b. Date of incorporation 3-24-1980 Document number P32684

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

The Prentice Hall Corporation System

1201 Hayes St, Suite 105, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

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c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

The street address of its registered agent 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.

William L. Transier

SIGNATURE
October 22, 1999

DATE

William L. Transier, Executive Vice President
(Type or printed name and title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

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SIGNATURE BY:

Victor Alfano - Asst. Sec'y/VP
Victor Alfano (Registered Agent)

DATE

11/15/99

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

Filing Fee: \$35.00