

P93000002381

NewCo Corporate Services, Inc.

875 Avenue of the Americas

Suite 501

New York, New York 10001

Telephone: (212) 356-8340

Internet Address: gerri350@aol.com

Fax: (212) 356-8379

October 11, 2002

Secretary of State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: **ADP TotalSource Insurance Services, Inc.**
Change of Agent - Florida

000008376170-0
-10/15/02--01054--021
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find Certificate of Change of Registered Office/Registered Agent on behalf of the above entity.

Please file the attached and return a filed-stamped copy to the attention of the undersigned at the above address.

If there are any problems, please contact the undersigned immediately at the following toll free number 1-888-336-3926.

Thanking you in advance for your prompt attention to this matter.

Sincerely,



Gerri Mirando
Senior Specialist

Encls.

FILED
02 OCT 15 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHECK # 15684 Amount \$ 35

RA Change
T. Lewis 10/16/02

**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: ADP TOTALSOURCE INSURANCE SERVICES, INC.
2. The principal office address: 10200 SUNSET DRIVE
MIAMI, FLORIDA 33173
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 1/11/93 Document number: P93000002381

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

ELIZABETH J. MARSTON

10200 SUNSET DRIVE

MIAMI, FLORIDA 33173

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

NRAI Services, Inc.

526 E. Park Avenue

(P.O. Box or personal mailbox NOT acceptable)

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

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

Robert J. Singer, Asst Secy
(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.

[Signature]
(Signature of Registered Agent)

10-9-02
(Date)

If signing on behalf of an entity:

GERALDINE MIRANDO

(Typed or Printed Name)

ASSISTANT SECRETARY

(Capacity)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. Box 6327, TALLAHASSEE, FL 32314

FILED
02 OCT 15 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA