

THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 101681 4730546

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 35.00

ORDER DATE : April 3, 2001

ORDER TIME : 12:26 PM

ORDER NO. : 101681

CUSTOMER NO: 4730546

CUSTOMER: Mr. Sam Mostkoff  
Penda Corporation  
2344 West Wisconsin Street  
P.O. Box 449  
Portage, WI 53901-0449

CHANGE OF AGENT

NAME: PENDA-MEXICO EMPLOYMENT  
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *ADR*  
*4/4/01*

01 APR -4 PM 2:28  
FILED  
TALLAHASSEE, FLORIDA

*RA*  
*Change*

800003958918--1

RECEIVED  
01 APR -4 PM 1:06  
DIVISION OF CORPORATION

**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 Florida 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 : PENDA-MEXICO EMPLOYMENT CORPORATION

2. The mailing address of the corporation : ~~XXXXXX Bayshore XXXXX, XXXXX XXXX XXXXXX XXXXXX~~  
2344 W. Wisconsin Street, Portage, WI 53901

3. Date of incorporation/qualification: 11/15/94 Document number: P94000083251

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

Maria C. Callejas

2665 South Bayshore Drive, Suite 80

Miami, FL 33133

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):  
(P. O. Box Not Acceptable)

Corporation Service Company

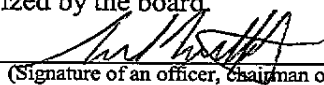
1201 Hays Street

Tallahassee, Florida 32301

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01 APR 04 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)

3/30/01  
(Date)

Samuel Moskoff 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.*

  
(Signature of Registered Agent)

4/3/01  
(Date)

If signing on behalf of an entity:

Kim Kuoreniece  
(Typed or Printed Name)

Asst. Secretary  
(Capacity)

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