

P95000054362

PEERLESS CONSULTANTS, INC.

December 10, 1998

Florida Department of State
Division of Corporations
Attn: Filing Desk
409 E. Gaines Street
Tallahassee, FL 32399

FILED
98 DEC 21 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

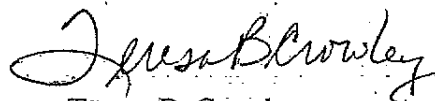
Re: Intelliworxx, Inc.
Statement of Change of Registered Agent

Dear Sir or Madam:

Enclosed herewith is an original and copy of the Statement of Change of Registered Agent for our client, Intelliworxx, Inc. along with a check to cover the filing fees of \$35.00. I would appreciate your acknowledging receipt of this change at your earliest convenience.

If you have any questions, please feel free to give me a call.

Sincerely,



Teresa B. Crowley
Vice President

Encls.

900002717789-9

-12/21/98-01102-009

****135.00 *****35.00

RA. Change
1-5-99
CC

Florida Department of State, Sandra B. Mortham, 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 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 is: INTELLIWORXX, INC.

2. The mailing address of the corporation is: 1819 Main Street, Suite 1101
Sarasota, FL 34236

3. Date of incorporation/qualification: 6/10/95 Document number: P95000054362

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

Donald R. Mastropietro

1509 South Florida Avenue, Suite 2

Lakeland, FL 33803

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

Christopher J. Floyd

1819 Main Street, Suite 1101

Sarasota, FL 34236

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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.

Donald H. Pound, Jr.

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

December 10, 1998

(Date)

Donald H. Pound, Jr., Corporate Secretary

(Printed or typed name and title)

December 10, 1998

(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.

Christopher J. Floyd

(Signature of Registered Agent)

December 10, 1998

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

CR2E045(4/95)

FILING FEE: \$35.00