



THE UNITED STATES
CORPORATION
COMPANY

A 96000076314

FILED
APR 25 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 637761 7197172

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 35.00

ORDER DATE : March 24, 2000

ORDER TIME : 10:49 AM

ORDER NO. : 637761

CUSTOMER NO: 7197172

100003223181--2

CUSTOMER: Ms. Miriam Katz
National Financial Partners
1301 Avenue Of The Americas
30th Floor
New York, NY 10019

CHANGE OF AGENT

NAME: PARTNERS MARKETING SERVICES OF
FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

G. BOULLETTE APR 25 2000

RECEIVED
00 APR 25 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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: PARTNERS MARKETING SERVICES OF FLORIDA, INC.
2. The mailing address of the corporation is: 1301 Avenue of the Americas, New York, NY
10019
3. Date of incorporation/qualification: September 11, 1996 Document number: P96000076314
4. The name and address of the current registered agent and office:

Richard Flah
222 Lakeview Ave., #1510
West Palm Beach, FL 33401-6149

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5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
- Corporation Service Company
1201 Hays Street
Tallahassee, Florida 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.

[Signature]

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

April 5, 2000
(Date)

Miriam I. Katz

(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.

By: Tabatha Fiorelli April 11, 2000
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Tabatha Fiorelli Asst VP
(Typed or Printed Name) (Capacity)

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