

P96000090607

COMMUNICATIONS
EQUITY
ASSOCIATES

101 East Kennedy Boulevard
Suite 3300
Tampa, Florida 33602

November 2, 2001

Certified Mail
Return Receipt Requested
#7106 4575 1292 1775 3734

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314-6327

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-11/07/01--01076--001
*****35.00 *****35.00

Re: Willow Pond Holdings, Inc., Ltd.
EIN: 59-3410210

Dear Sir or Madam:

Enclosed is the Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above company along with a check for \$35.

Please call me if you have any questions.

Best regards,

Angela L. Horwitz

Angela L. Horwitz
Controller
Private Equity

*POA Change
11-14-01
ALH*

ALH:ps

Enclosures

**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 : Willow Pond Holdings, Inc
2. The mailing address of the corporation : 101 E Kennedy BLVD
Suite 3300 Tampa FL 33602
3. Date of incorporation/qualification: JAN 23, 1997 Document number: P96000090607
4. The name and address of the current registered agent and office:

DAVID BURNS
Suite 3300 101 E Kennedy BLVD
Tampa FL 33602

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

BRAD GORDON
Suite 3925 101 E Kennedy BLVD
Tampa FL 33602

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)

10/24/01
(Date)

H. Gene GANTHROP
(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]
(Signature of Registered Agent)

10-30-01
(Date)

If signing on behalf of an entity:

BRAD A. GORDON
(Typed or Printed Name)

10-30-01
(Capacity)

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

FILED
01 NOV -7 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA