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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 22 PM 2:44

CT CORPORATION SYSTEM

April 16, 2002

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

101 Federal Street
Boston, MA 02110

600005313206--8-
-04/22/02--01052--019
*****35.00 *****35.00

RE: Cellit Inc.

Dear Sir or Madam:

As requested by counsel, we enclose for filing change of agent papers on behalf of the above named company, together with funds in payment of the required fees. This document should be filed today.

Evidence of the filing should be returned to customer.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify William Wilson at Concerto Software.

Sincerely,

CT Corporation System

/smp
Enclosures

RA Chg.

V SHEPARD APR 29 2002

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 : CellIT, Inc. FEI # 65-071906
2. The mailing address of the corporation : 6 Technology Park Dr.
Westford MA 01886
3. Date of incorporation/qualification: 11/27/96 Reorg. 11/14/02 Document number: P6000097413
4. The name and address of the current registered agent and office:

Velasco, Olga B
8300 N.W. 33 Rd ST Ste 200
Miami FL 33122

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

CT Corporation System
1200 South Pine Island
Plantation FL 33324

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.

Michael J. Provenzano
(Signature of an officer, chairman or vice chairman of the board)

4/12/02
(Date)

Michael J. Provenzano President & CFO
(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.

See below

(Signature of Registered Agent)

4/16/02
(Date)

If signing on behalf of an entity:

Danny Defta
(Typed or Printed Name)

TAMMY TOFTEROO
VICE PRESIDENT
(Capacity)

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