

P970000002067

Joseph R. Kalish
Attorney-At-Law
Northdale Executive Center
3820 Northdale Boulevard, Suite 307-A
Tampa, Florida 33624

Facsimile
(813) 962-1588

Telephone
(813) 962-8685

June 16, 1997,

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
97 JUN 23 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

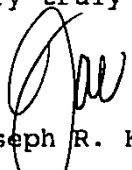
Re: Synchronized Software USA, Inc.

300002220593--1
-06/23/97--01187--001
****105.00 *****35.00

Dear Sirs:

Enclosed herewith please find a Statement of Change of Registered Office and Registered Agent with regard to the above corporation. I also enclose herewith my check for \$35.00 for your fee. Would you please send me written acknowledgment that this has been docketed appropriately. Thank you very much.

Very truly yours,


Joseph R. Kalish, Esquire

JRK/meg
Enclosure

PAH
KAG
6/18

Charter No.

997000002067

Date Filed

1-8-97

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Synchronized Software USA, Inc.
2. The name and address of its present registered agent is: Corporation Service Company
1201 Hayes Street
Tallahassee, Florida 32301
3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)
Daniel Fine, 1927 North Dale Mabry Highway, Land O Lakes, Florida 34639
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Signature

Daniel Fine
Daniel Fine, President
(President or Vice President)

Date

JAN. 9TH, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name

Daniel Fine, Registered Agent

Signature

Daniel Fine

Date

JAN. 9TH, 1997