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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: SALLEY, FEINBERG & HAMES, P.A.

ACCT#: 072100000223

CONTACT: MS. ROSE MARIE WALLACE

PHONE: (407)426-2360

FAX #: (407)426-2361

NAME: PANDION SYSTEMS, INC.

AUDIT NUMBER.....H97000021362

DOC TYPE.....REGISTERED AGENT CHANGE

CERT. OF STATUS..0

PAGES..... 1

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DIVISION OF CORPORATIONS

R.A. change

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Florida Department of State, Sandra B. Morham, 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.

1a. The name of the corporation is: PANDION SYSTEMS, INC.

1b. The mailing address of the corporation is: 5200 N.W. 43rd Street, Suite 102-314, Gainesville, Florida 32606

1c. Date of incorporation: January 23, 1997 Document number: P97000009845

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

Robert Q. Lee

430 North Mills Avenue

Orlando, Florida 32803

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

Thomas Gerhardt

5200 N.W. 43rd Street, Suite 102-314

Gainesville, Florida 32606

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.

James R. Newman
(Signature of an officer, chairman or
vice chairman of the board)

12/10/97
(Date)

James R. Newman, Chairman of The Board
(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.

Thomas A. Gerhardt
(Signature of Registered Agent)

Oct 1, 1997
(Date)

If signing on behalf of an entity:

THOMAS A. GERHARDT

President
(Capacity)

(Typed or Printed Name)
Russell P. Hintze, Esq.
P.O. Box 3829, Orlando, FL 32802
(407) 426-2360 FL Bar No.: 0716839

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