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March 5, 1998

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

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-03/10/98--01014--002
*****35.00 *****35.00

Re: DPD Systems, Inc.

Dear Mr. Smith:

Enclosed please find an original and one copy of a Statement of Change of Registered Office and Registered Agent for the above-named entity and our check in the amount of \$35.00, for filing with your office.

Kindly date-stamp the additional copy and return it to the undersigned in the envelope provided.

If you have any questions, please contact me at (215) 564-8184.

Very truly yours,

Catherine E. Wagner
CATHERINE E. WAGNER,
Legal Assistant

enc.

cc: Todd C. Vanett, Esquire
Mr. Daniel P. DiRenzo

206191.1

R.A. Chang
3-12-98
CC

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 10 PM 2:17

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT, OR BOTH FOR CORPORATIONS**

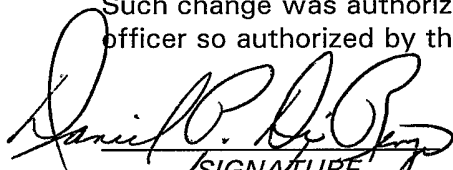
Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation: DPS Systems, Inc.
- 1b. Date of incorporation: 08/13/97 Document number: P97000070147
2. The name and address of the current registered agent and office:
Brian J. Cooke, Agent, 515 North Flagler Drive, Suite 600, West Palm Beach, Florida 33401
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
Daniel P. DiRenzo, Agent, 900 South U.S. Highway One, Jupiter, Florida 33477

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The street address of its registered agent 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
2/27/98
DATE

Daniel P. DiRenzo, President
(Type or printed name and title)

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.

SIGNATURE by:


(Registered Agent)

DATE

2/27/98

Division of Corporations, P. O. Box 6327, Tallahassee, FL 32314