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ACCOUNT NO. : 072100000032
REFERENCE : 715528 4342718
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 FEB 23 PM 1:23

ORDER DATE : February 23, 1998

ORDER TIME : 11:15 AM

ORDER NO. : 715528

CUSTOMER NO: 4342718

CUSTOMER: Robert C. Rasmussen, Esq
Glenn Rasmussen & Fogarty
Suite 1300
100 South Ashley Drive
Tampa, FL 33602

RECEIVED
98 FEB 23 PM 12:30
DIVISION OF CORPORATION

CHANGE OF AGENT

NAME: MTI ACQUISITION COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

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-02/23/98--01059--005
*****35.00 *****35.00

CONTACT PERSON: Jeanine Glisar

R.A. Chang

*02-23-98
CC*

GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

February 20, 1998

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: MTI Acquisition Company

Gentlemen:

Enclosed are the following items pertaining to MTI Acquisition Company:

1. The original and one copy of Statement of Change of Registered Office or Registered Agent or Both for Corporations; and
2. Our firm check made payable to you in the amount of \$35.00 for the filing fee.

Please file the original Statement of Change of Registered Office or Registered Agent and return a date-stamped copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.



Robert C. Rasmussen

RCR/ad
Enclosures

2005-001^C Ltr. Fla. Dept. of State re Chg. of Reg. Agent

**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: MTI ACQUISITION COMPANY

1b. The mailing address of the corporation is : 100 South Ashley Drive, Suite 1300
Tampa, FL 33602

1c. Date of incorporation: January 30, 1998 Document number: P98000009791

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

Robert C. Rasmussen

100 South Ashley Drive, Suite 1300

Tampa, Florida 33602

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

Charles C. Lane

100 South Ashley Drive, Suite 1700

Tampa, Florida 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 of an officer, chairman or
vice chairman of the board)

February 18, 1998

(Date)

Kevin R. Gowen, Sr., President

(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 of Registered Agent)

Charles C. Lane

February 18, 1998
(Date)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 1:23