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February 18, 1998

FILED
98 FEB 20 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-02/20/98-01105-021
*****35.00 *****35.00

Re: NXT International, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of a Statement of Change of Registered Office and Registered Agent for the above-referenced corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing cost.

Please return a filed copy to our office in the enclosed self-addressed, stamped envelope.

If you have any questions, please feel free to call.

Very truly yours,

MORRISON & CONROY, P.A.

Tracy L. Gonsalves

Tracy L. Gonsalves
Secretary to David N. Morrison

/tlg
Enclosures

*me
2/24*

R.A. Change

Charter No.: P98000010959

Date Filed: February 3, 1998

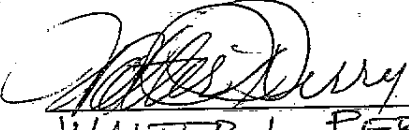
STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

FILED
98 FEB 20 AM 10:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE


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 NXT International, Inc., a Florida corporation.
2. The name and address of its present registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
3. The name and street address to which its registered agent is to be changed is David N. Morrison, Esq., Morrison & Conroy, P.A., 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.
4. The street address of its registered agent 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.

NXT INTERNATIONAL, INC., a Florida corporation

By: 
WALTER L. PERRY
Its: PRESIDENT
Date: 2-11-98

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.


DAVID N. MORRISON
Date: 2/16/98