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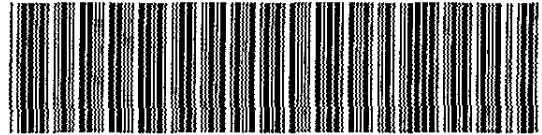
(Business Entity Name)

(Document Number)

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RA Chg

V SHEPARD CB 18 2003

**CFRA, LLC**  
**Registered Agent Services**  
A Subsidiary of Carlton Fields

ONE HARBOUR PLACE, 5<sup>TH</sup> FLOOR  
777 S. HARBOUR ISLAND BOULEVARD  
TAMPA, FLORIDA 33602-5730

MAILING ADDRESS:  
P. O. BOX 3239  
TAMPA, FLORIDA 33601-3239  
TEL (813) 223-7000 FAX (813) 229-4133

February 10, 2003

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

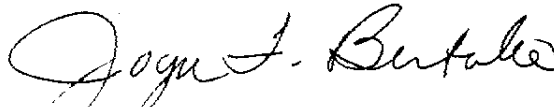
Re: Registered Agent Statement of Change

Gentlemen:

Please find enclosed statement of change for the registered agent of Paradox Learning Systems, Inc.

Also enclosed is Carlton Fields' Check No. 310103 in the amount of \$35.00 for the payment of the filing fees of the above-described statement of change.

Very truly yours,



Joyce F. Bentubo  
Administrative Assistant

jfb  
Enclosures

**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, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Paradox Learning Systems, Inc.
2. The principal office address: 5001 East Fowler Ave, Suite L  
Tampa, FL 33617
3. The mailing address (if different): \_\_\_\_\_
4. Date of incorporation/qualification: 3/13/98 Document number: P98000023990

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

David P Burke Esq.  
One Harbour Pl, 777 S. Harbour Isl Blvd  
Tampa, FL 33602

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CFRA, LLC  
One Harbour Pl, 777 S. Harbour Isl Blvd, Ste 500  
(P.O. Box or personal mailbox NOT acceptable)  
Tampa, FL 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, or the corporation has been notified in writing of the change.

Stephanie S. VanDover  
(Signature of an officer, chairman or vice chairman of the board)

Stephanie S. VanDover, V.P.  
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Peter J. Winders  
(Signature of Registered Agent)

2/10/03  
(Date)

If signing on behalf of an entity:

Peter J. Winders Vice President  
(Typed or Printed Name) (Capacity)

\* \* \* FILING FEE: \$35.00 \* \* \*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:  
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314