

P98000028013

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December 4, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

300002705863--2
-12/08/98-01040-010
*****35.00 *****35.00

Re: Statement of Change of Registered Office and Agent
Source One Consulting, Inc.

Gentlemen:

On behalf of the above named corporation, I am enclosing the following items:

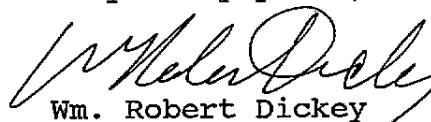
1. Statement of Change of Registered Office or
Registered Agent, or Both, and

2. My check in the amount of \$35.00 payable to the
Florida Department of State representing the filing fee for said
document.

If there are any questions or problems with this filing,
please call the undersigned collect in an effort to resolve the
matter.

Thank you for your cooperation.

Very truly yours,


Wm. Robert Dickey

Enclosures
cc: Source One Consulting, Inc.

WRD/dkh

VS DEC 15 1998

RA Chg.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: SOURCE ONE CONSULTING, INC.

1b. The mailing address of the corporation is: 801 W. Bay Drive, Suite 507, Largo, FL 33770

1c. Date of incorporation: March 25, 1998 Document number: P98000028013

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

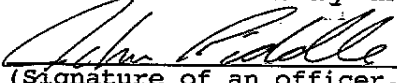
Kevin B. Qualset
12120 Malvern Ct.
Largo, FL 33774

3. The name and address of the new registered agent and office:

John A. Riddle
801 W. Bay Drive, Suite 507
Largo, FL 33770

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)

December 4, 1998.

John A. Riddle, 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.


John A. Riddle

December 4, 1998.

FILED
DEC-8 AM 8:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE