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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jonathan J. Lichtman
Member Florida and New York Bars

November 23, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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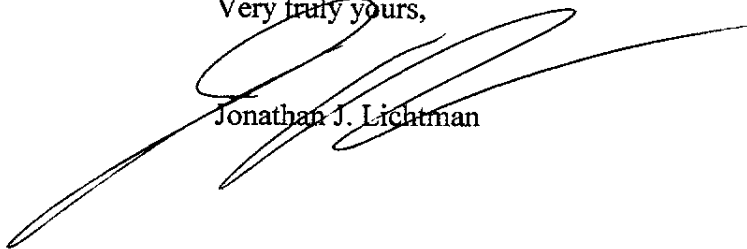
RE: World IP Incorporated

Dear Sir or Madam:

Enclosed please find a Change of Registered Agent and Office form in regard to the above-referenced corporation for filing with the Department of State, along with this firm's check in the amount of \$35.00 for filing fee.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



Jonathan J. Lichtman

JJL/cb
Encl.

RA chg.

V. SHEPARD DEC 9 1999

Florida Department of State,

KATHERINE HARRIS,
Secretary of State

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

Pursuant to the provisions of section 607.0502 or 607.1508, 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.

1. The name of the corporation is: WORLD IP INCORPORATED, a Florida corporation

1a. Date of incorporation 7/28/98 Document number P98000066247

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

ALBERTO MONTEIRO
22449 Arcadia Court, Boca Raton, FL 33433

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

(P.O. Box Not Acceptable)
Jonathan J. Lichtman, P.A., The Sanctuary Centre,
4800 N. Federal Highway, Suite D-100, Boca Raton, FL 33431

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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 *A. Monteiro*
(name and title)
Alberto Monteiro, President
DATE 10-11-98

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.

SIGNATURE *J. Lichtman*
(Registered Agent)
Jonathan J. Lichtman, President
DATE 10-11-98

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