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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Jonathan J. Lichtman
Member Florida and New York Bars

February 28, 2001

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

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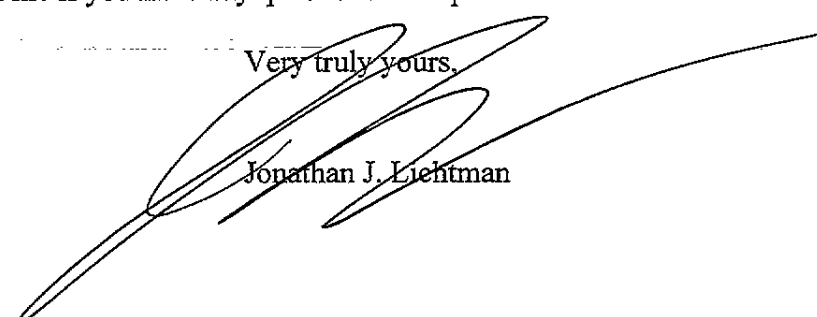
RE: **World IP Incorporated**

Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office or Registered Agent or Both for Corporations (Form CR2EO45) for the above-referenced corporation along with a check in the amount of \$35.00 which represents the filing fee. Please process this change as soon as possible.

Please feel free to contact me if you have any questions or require additional information.

Very truly yours,


Jonathan J. Lichtman

JJL/mcp
Enc.

RA Chg.

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 under-
signed 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

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

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

Jonathan J. Lichtman, P.A., 4800 North Federal Highway,
Suite D-100, Boca Raton, FL 33431

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

Alberto Monteiro
22449 Arcadia Court, Boca Raton, FL 33433

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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)

DATE Alberto Monteiro, President
FEBRUARY 23, 2001

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 COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *A. Monteiro*
(Registered Agent)

DATE Alberto Monteiro
FEBRUARY 23, 2001

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