



THE UNITED STATES
CORPORATION
COMPANY

P99000041932

ACCOUNT NO. : 072100000032

REFERENCE : 849523 4336650

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 35.00

ORDER DATE : October 2, 2000

ORDER TIME : 10:53 AM

ORDER NO. : 849523

CUSTOMER NO: 4336650

500003410955--8

CUSTOMER: Ms. Sylvie G. Jordan
Baker & Mckenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

RA
Change

CHANGE OF AGENT

NAME: WEBGENIUS.COM, INC.

RECEIVED

00 OCT -2 AM 11:50

DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT -2 PM 3:41

FILED

AR
10/2/00

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

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1509, Florida Statutes, the undersigned corporation 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.

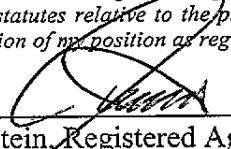
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00 OCT 2 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is WebGenius.com, Inc.
2. The mailing address of the corporation is 12000 Biscayne Boulevard, Suite 201, Miami, FL 33131.
3. The date of incorporation/qualification is September 19, 2000 and the document number is P99000041932.
4. The name and address of the current registered agent and office is Peter J. Stein, 12000 Biscayne Boulevard, Suite 201, Miami, Florida 33131.
5. The name and address of the new registered agent and office is Peter J. Stein, 1101 Brickell Avenue, Suite M-100, Miami, Florida 33131.
6. The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


Peter J. Stein, President

9/28/00
(Date)

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.


Peter J. Stein, Registered Agent

9/28/00
(Date)

If signing on behalf of an entity:

PETER STEIN
(Typed or Printed Name)

PRESIDENT
(Capacity)