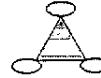


JRP LEARNING SERVICES, INC
920 Myakka Court NE
St. Petersburg, FL 33702



August 18, 1999

P99000043329

Loria Poole
Corporate Specialist
Division of Corporations
P.O. Box 6327 Tallahassee, FL 32314

RE: Letter Number 699A00026115

Dear Mrs. Poole:

Enclosed is a certificate designating change of the registered agent for my company, JRP Learning Services, Inc. and a check for \$35.

Your assistance is appreciated.

Sincerely,

John R. Powell

John R. Powell
President
727-528-6429; john_powell@gtemail.net

600002376586--8
-09/02/99-01001--004
*****35.00 *****35.00

FILED
99 SEP - 1 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAChang

T. LEWIS SEP 1 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 20, 1999

JOHN R. POWELL
920 MYAKKA COURT NE
ST. PETERSBURG, FL 33702

SUBJECT: JRP LEARNING SERVICES, INC.
Ref. Number: P99000043329

We have received your document for JRP LEARNING SERVICES, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 399A00041998

Thanks!

I hope this is what you need

JRP

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.

1. The name of the corporation is: JRP LEARNING SERVICES, INC.

2. The mailing address of the corporation is : 920 MYAKKA CT NE
ST. PETERSBURG, FL 33702

3. Date of incorporation/qualification: MAY 12, 1999 Document number: P99000043329

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

FILINGS, INC.
3732 N.W. 16TH ST
FT. LAUDERDALE, FL 33311

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

John R. Powell, President
JRP LEARNING SERVICES, INC.
920 MYAKKA CT NE
ST. PETERSBURG, FL 33702

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.

John R. Powell 8/18/99
(Signature of an officer, chairman or vice chairman of the board) (Date)
John R. Powell, 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 R. Powell 8/30/99
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)