

P99000079105

Law Offices
ALLAN M. LERNER
A Professional Association

2888 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306

Telephone: (954) 563-8411
Facsimile: (954) 563-8522
E-Mail: AMLRWP@AOL.com

FILED
01 OCT 30 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 29, 2001

Via UPS Overnight

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200004659352--9
-10/30/01--01066--001
*****35.00 *****35.00

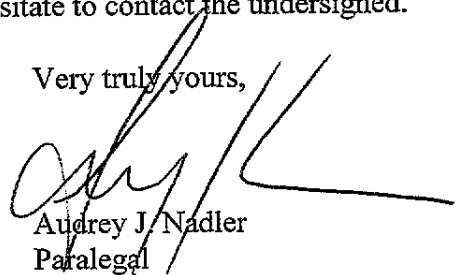
**Re: Change of Registered Agent for Fuzion Wireless Communications, Inc.
Fuzion Telecom, Inc.
Fuzion Technologies Group, Inc.**

Dear Sir or Madam:

Please find enclosed three original plus three copies of the Statements of Change of Registered Agent for the above referenced entities. Please stamp the additional copies and return same to my attention in the self addressed stamped envelope provided.

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

Very truly yours,


Audrey J. Nadler
Paralegal

ajn

Enclosures

POA Change
11-6-01
BMS

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 : FUZION TECHNOLOGIES GROUP INC
2. The mailing address of the corporation : 5255 NORTH FEDERAL Hwy SUITE 300
BOCA RATON, FLORIDA 33487
3. Date of incorporation/qualification: _____ Document number: _____
4. The name and address of the current registered agent and office:

DAVID L. FRANK
5255 N. FEDERAL Hwy SUITE 300
BOCA RATON, FLORIDA 33487

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

Allan M. Lerner
2888 E. Oakland Park Boulevard
Ft. Lauderdale, FL 33306

FILED
01 OCT 30 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

David Frank President
(Signature of an officer, chairman or vice chairman of the board)

10/16/01
(Date)

DAVID L. FRANK, 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.

[Signature]
(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***