

Polaris Technology Group, Inc.

August 11, 2000

P99000101378

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

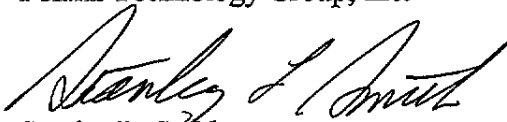
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Dear Sir:

In mailing (yesterday) the fee and form for changing the address for our corporation headquarters and registered agent, I failed to include the actual change form. That is included here with another check for the fee of \$35.

I apologize for the error in the earlier mailing and regret any inconvenience it may cause you.

Sincerely,
Polaris Technology Group, Inc.



Stanley L. Smith
Chairman

Enc: Statement of Address Change

FILED
00 AUG 14 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROCHARD

T. LEWIS AUG 22 2000

Florida Department of State, Division of Corporations

**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 in the State of Florida.

1a. The name of the corporation is: Polaris Technology Group, Inc.


1b. Date of incorporation: November 18, 1999; Document Number P99000101378.

2. The name and address of the current registered agent and office: Stanley L. Smith; 646 Caribbean Way; Niceville, FL 32578.

3. The new address for the registered agent (unchanged) and office is: 1817 Valparaiso Blvd.; Niceville, FL 32578.

The street address of its registered agent and the street address of the business office of its registered agent as changed are identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

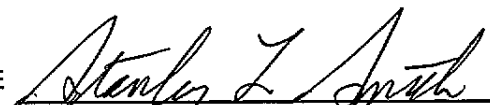

SIGNATURE
August 10, 2000
DATE

Stanley L. Smith
Chairman of the Board

Having been named as the 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

DATE


(Registered Agent)
August 10, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA