

V06694
AMERICA II GROUP, INC.

LEGAL DEPARTMENT
2550 - 118th Avenue North
St. Petersburg, FL 33716
Phone (813) 571-2033; Fax (813) 573-7956

August 1, 1997

Via Federal Express

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

600002256416--9
-08/04/97--01087--001
****420.00 *****35.00

RE: STATEMENTS OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS

Gentlemen:

Enclose please find a Florida Department of State Form No. CR2E045, Change of Registered
Office and Registered Agent, for the following twelve (12) Florida corporations, together with
a check in the amount of \$420.00, representing twelve filing fees of \$35.00 each:

America II Group, Inc.
America II Communications, Inc.
America II Computer, Inc.
America II Electronics, Inc.
America II West, Inc.
America II Enterprises, Inc.

Q-1 Technologies, Inc.
A1 Teletronics, Inc.
NICR, Inc.
Mammoth Memory, Inc.
21st Century Electronics, Inc.
JTG Enterprises, Inc.

I am also enclosing a photocopy of the twelve documents and request that you furnish me with
a file-stamped copy of each, in the enclosed self-addressed, stamped envelope.

If you have any questions regarding this matter that can be handled by telephone, I request that
you contact my Paralegal, Joanne Schwartz, at (813) 571-2033.

Very truly yours,

D. Michael Pointer II

D. MICHAEL POINTER, II
General Counsel

Enclosures

KRB RA chg
8-13

97 AUG -4
SECRETARY
TALLAHASSEE
FLORIDA
FILE

Florida Department of State, Jim Smith, Secretary of State

**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.

1a. The name of the corporation is: A1 TELETRONICS, INC.

1b. The mailing address of the corporation is : c/o D. Michael Pointer, II, 2550 - 118th Avenue North, St. Petersburg, FL 33716

1c. Date of incorporation: 1/15/92 Document number: V06694

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

Ann E. Pointer
13535 Feather Sound Drive, Suite 327
Clearwater, FL 34622

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

D. Michael Pointer, II
2550 - 118th Avenue North
St. Petersburg, FL 33716

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.

D. Michael Pointer II
(Signature of an officer, chairman or vice chairman of the board)

August 1, 1997
(Date)

D. Michael Pointer, II, Secretary
(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.

D. Michael Pointer II
(Signature of Registered Agent)

August 1, 1997
(Date)