

VERSATECH

Industries, Inc.

"Performance with an Edge"

V28856

August 20, 1997

Ms. Carol Mustain
Corporate Specialist, Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: V28856

300002280213--3
-08/28/97--01110--011
*****35.00 *****35.00

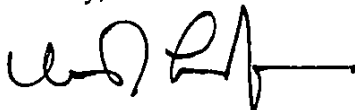
Dear Ms. Mustain,

As per our telephone conversation of 8/19/97 we are changing our Florida Registered Agent to the following:

Vincent J. Lennox, Jr.
1515 N. Federal Highway #214
Boca Raton, FL 33432

Enclosed please find a check made payable to the Florida Department of State for \$35.00 and the a completed Statement of change form. Thank you for your assistance.

Sincerely,



Vincent J. Lennox, Jr.
President/CEO
Versatech Industries, Inc.

8-26-97
RACM
JPS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG 26 PM 1:42

APPROVED
AND
FILED

Corporate Headquarters

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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: Versatech Industries, Inc.
2. The mailing address of the corporation is: 1515 N. Federal Highway #214
Boca Raton, FL 33432
3. Date of incorporation/qualification: 04-15-92 Document number: _____
4. The name and address of the current registered agent and office:

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

Vincent J. Lennox, Jr.
1515 N. Federal Highway #214
Boca Raton, Florida 33432

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

8/10/97
(Date)

VINCENT J. LENNOX JR
(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)

8/20/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)