

Document Number Only

F990000002538

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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-02/15/00--01054--017
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change

Spillis Candela & Partners, Inc.

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | | |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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THANKS !

CONNIE BRYAN

*00789, 00524, 00672

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DEPARTMENT OF STATE
TALLAHASSEE, FL 32301

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 Delaware 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: Spillis Candela & Partners, Inc.

1b. Date of incorporation 3/17/99 Document number R99000002538

in Fla 5-18-99

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

Corporation Service Company

1201 Hays Street, Tallahassee, Florida 32301-2525

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

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

The street address of its registered agent 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.

Debra Tilson Lambeck, secy

8/12/99 SIGNATURE

DATE

Debra Tilson Lambeck, Secretary

(Type or printed name and title)

HAVING BEEN NAMED AS 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.

CONNIE BRYAN
C T CORPORATION SPECIAL ASSISTANT SECRETARY

SIGNATURE BY: Connie Bryan
(Registered Agent)

DATE 2/15/99

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

Filing Fee: \$35.00

**UNANIMOUS ACTION OF THE BOARD OF DIRECTORS
OF SPILLIS CANDELA & PARTNERS, INC.**

We, the undersigned, being all the members of the Board of Directors of SPILLIS CANDELA & PARTNERS, INC. (the "Corporation"), proceeding under the Delaware general corporation laws, do hereby take the following action:

RESOLVED: That the registered agent for the Corporation in the State of Florida shall be changed to CT Corporation System, whose registered office is located at 1200 South Pine Island Road., Plantation, Florida 33324.

IN TESTIMONY WHEREOF, all the Directors have hereunto set their hands, this 5th day of August, 1999.


Joseph A. Incaudo


Raymond W. Holdsworth


Debra Tilson Lambeck