



F-99000005956

November 30, 2000

Ms. Katherine Harris
Secretary of State
Florida Department of State
Division of Corporations
Annual Report / Reinstatement Section
P.O. Box 6327
Tallahassee, FL 32314-6327

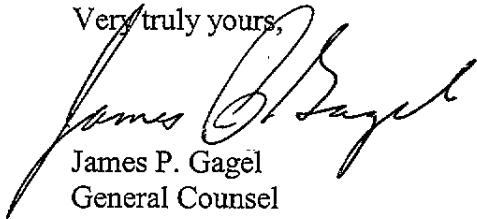
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Dear Ms. Harris:

Enclosed please find our Application for Reinstatement along with a check for \$758.75 which includes the \$8.75 fee for the Certificate of Status.

Also, enclosed is a Statement of Change of Registered Office and Registered Agent along with a check for the fee of \$35.00.

Very truly yours,


James P. Gagel
General Counsel

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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.

1. The name of the corporation : Fiera.com, Inc.

2. The mailing address of the corporation : 420 Lincoln Rd., Suite 432, Miami Beach, FL 33139

3. Date of incorporation/qualification: 11/17/99 Document number: F 99000005956

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

VICTOR M. ALVAREZ
C/O White & Case LLP
200 S. Biscayne Blvd, Suite 4900, Miami, FL 33131

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

James Gagel
c/o Fiera.com, Inc.
420 Lincoln Rd., Suite 432, Miami Beach, FL 33139

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)

11/28/00
(Date)

STEVEN C. JONES, EVP, CFO
(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)

11-28-00
(Date)

If signing on behalf of an entity:

JAMES P. GAGEL
(Typed or Printed Name)

General Counsel
(Capacity) Fiera.com, Inc.

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

FILED
09 DEC 11 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA