

H32242

The Henley Group, Inc.

4770 Biscayne Boulevard, PH-F
Miami, Florida 33137
Tel: (305) 438-0020 Fax: (305) 438-0506

April 28, 1998

Secretary of State
Division of Corporation
Tallahassee, FL 32399

Re: The Henley Group, Inc.


800002510168--6
-05/04/98--0115--019
*****35.00 *****35.00

Gentlemen/Ladies:

Enclosed herewith find the original copy of Statement of Change of Registered Agent.

Enclosed is a check in the amount of \$35.00 to cover the Filing Fee.

Very truly yours,
THE HENLEY GROUP, INC.


Daisy Campos
Corporate Secretary

Enclosure

FILED
98 MAY -4 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. change
Jee 5/11

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: The Henley Group, Inc.

2. The mailing address of the corporation is: 4770 Biscayne Blvd., PH-F
Miami, FL 33137

3. Date of incorporation/qualification: 2/3/1984 Document number: H32242

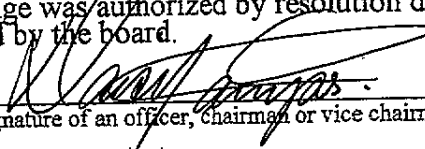
4. The name and address of the current registered agent and office:
Jonathan Reisman, Esq.
5100 Town Center Circle, Suite 330
Boca Raton, FL 33486

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
Louis C. Arslanian, Esq.
2500 Hollywood Blvd. Suite 214
Hollywood, FL 33020

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 TALLAHASSEE, FLORIDA

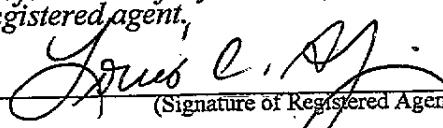
The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

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

 4-15-98
 (Signature of an officer, chairman or vice chairman of the board) (Date)

Daisy Campos, Corporate Secretary / Director 4-15-98
 (Printed or typed name and title) (Date)

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,

 4-16-98
 (Signature of Registered Agent) (Date)

If signing on behalf of an entity:

 (Typed or Printed Name) (Capacity)

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