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September 8, 2005

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

Re: Our File No. 05-20788
Proline Distributors, Inc.

Dear Sir/Madam:

Enclosed for filing is a Statement of Change of Registered Office, together with our client's check in the amount of \$25.

Please return confirmation of filing to the undersigned using the enclosed envelope.

Very truly yours,


Jonathan L. Shepard

JLS/bjp
Enclosures

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: PROLINE VERO, LLC
2. The mailing address of the limited liability company is : 1191 S. ROGERS CIRCLE
BOCA RATON, FL 33487

- 02/17/05 L05000016514
3. Date of filing/registration in Florida 4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Gary S. Dunay
Name
5355 Town Center Road, Suite 801
Address
Boca Raton, FL 33486
City, State and Zip

6. The name and address of the new registered agent and/or office:

Daryl Coles
Name
1191 S. Rogers Circle
Florida street address (P.O. Box NOT acceptable)
Boca Raton FL 33487
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

Daryl Coles, Manager

(Printed or typed name of signee)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent)

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