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Refer to File No.

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April 13, 2001

Domestic Charter Section
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300004011523--7
-04/16/01--01118--017
*****35.00 *****35.00

RE: The Academy Foundation, Inc.
Change of Registered Office and Agent

Gentlemen:

On behalf of the above-referenced corporation, enclosed please find two executed copies of the Change of Registered Office and Agent and our check in the amount of \$35.00, representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning it to me. If you have any questions or require further information, please contact me by telephone.

Very truly yours,

Susan W. Carlson

SWC
Enclosures

cc: The Academy Foundation, Inc.
150660

FILED
01 APR 16 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POA Change
424-01
MS

CHANGE OF REGISTERED OFFICE AND AGENT
OF
THE ACADEMY FOUNDATION, INC.

FILED

01 APR 16 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: SECRETARY OF STATE OF FLORIDA

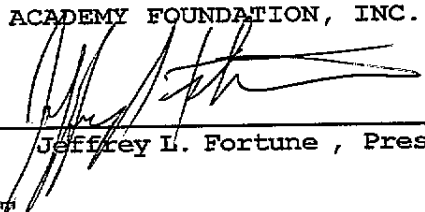
1. The name of the Corporation is The Academy Foundation, Inc.
2. The current registered office is located at 2911 Sunset Way, St. Pete Beach, Florida 33706.
3. The registered office will be changed to 749 59th Avenue, St. Pete Beach, Florida 33706.

THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION,
PLEASE CHANGE YOUR RECORDS ACCORDINGLY.

4. The current registered agent is Joan A. Fortune.
5. The successor registered agent will be Sheryl H. Andrews.
6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.
7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.
8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

DATED: 4/12/01

THE ACADEMY FOUNDATION, INC.

By: 

Jeffrey L. Fortune, President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.


Sheryl H. Andrews, Registered Agent