

1835 NE Miami Gardens Drive #250
Miami, FL 33179

June 10, 2002
P020000048941

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

9000005766929--4
-06/14/02--01035--004
*****35.00 *****35.00

Re: Change of Address for TurtleDog Corporation

Dear Sir or Madam:

Please change the address for my company, TurtleDog Corporation:

Old Address:
500 South Dixie Highway
Hallandale, FL 33009

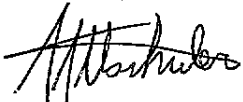
New Address:
1835 NE Miami Gardens Drive #250
Miami, FL 33179

Also, please file the attached Statement of Change of Registered Agent. I am including a check for the filing fee of \$35.

Please contact me at 305-931-4950 should you have any questions.

Thank you for your assistance.

Sincerely,



Andrew Altschuler

FILED
02 JUN 14 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RACM 262 CM
6-14-02*

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 : TurtleDog Corporation
2. The mailing address of the corporation : 1835 NE MIAMI GARDENS DRIVE #250
MIAMI, FL 33179
3. Date of incorporation/qualification: MAY 3, 2002 Document number: PO2000048941
4. The name and address of the current registered agent and office:

ANDREW ALTSCHULER
500 South Dixie Highway
Hallandale, FL 33009

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

ANDREW ALTSCHULER
19930 NE 23 AVE
MIAMI, FL 33180

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02 JUN 14 PM 2:06
SECRETARY OF STATE
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.

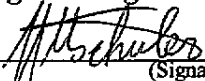
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

6/10/02
(Date)

ANDREW ALTSCHULER, PRESIDENT
(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 of Registered Agent)

6/10/02
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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