

P920000/0325

MOMBACH, BOYLE & HARDIN, P.A.

ATTORNEYS AT LAW

MICHAEL T. ARCHEY
CONRAD J. BOYLE
MICHAEL P. HAMAWAY
DAVID C. HARDIN
GEOFFREY S. MOMBACH
SCOTT J. REIT
JILL SEIFER
GARY S. SINGER
MARK R. WYSOCKI

BROWARD FINANCIAL CENTRE, SUITE 1950
500 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33394-3004

(954) 467-2200
TELECOPIER (954) 467-2210
BOCA RATON (561) 338-0400

June 4, 2002

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

600005726406--5
-06/07/02--01071--002
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation

To Whom It May Concern:

Enclosed please find the Statement of Change of Registered Agent for Kellogg Smith & Company, Inc. and a check in the amount of \$35.00, made payable to the Department of State.

Please file the Statement of Change of Registered Agent and then return the same to the undersigned. Please call if you have any questions or comments.

Very truly yours,

Jill Seifer

Jill Seifer

JS/ld

Enclosures

cc: Katrina Kellogg

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N:\JS\Kellogg Smith & Co\ltr to Div of Corporations 2.doc

Jill Seifer GAVE
AUTHORIZATION BY PHONE TO
CORRECT #4 RA/added
DATE *05/13/02*
DOC. EXAM *05/13/02*

24/10

**STATEMENT OF CHANGE OF BOTH 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 agent in the State of Florida.

1. The name of the corporation:
Kellogg Smith & Company, Inc.
2. The mailing address of the corporation:
500 East Broward Boulevard, Fort Lauderdale, Florida 33394
3. Date of incorporation/qualification: December 8, 1992
Document number: P92000010325
4. The name and address of the current registered agent and office:

Katrina Kellogg
1250 NE 96 St
Miami, FL 33138

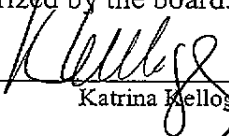
5. The name and address of the new registered agent:

Michael P. Hamaway
Mombach, Boyle & Hardin, P.A.
500 East Broward Boulevard, # 1950
Fort Lauderdale, Florida 33394

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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.

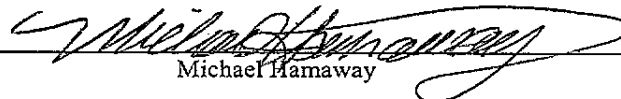


Katrina Kellogg, Director

5-9-2002

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.



Michael Hamaway

5/9/02

Date