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SINGER AND ZANE, P.A.
NORTHPOINT CORPORATE CENTER
701 NORTHPOINT PARKWAY
SUITE 330
WEST PALM BEACH, FLORIDA 33407

JEFFREY P. ZANE *
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TELEPHONE (305) 682-7078
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REPLY TO:
WEST PALM BEACH

February 7, 1997

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-02/11/97--01021--009
*****35.00 *****35.00

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

Re: Change of Registered Agent - North American Water Systems,
Inc.

Dear Sir or Madam:

Enclosed please find a Change of Registered Agent form for the
above-referenced corporation. Also enclosed is our check in the
amount of \$35.00 for the filing fee. I have enclosed an extra copy
which I would request you date stamp and return to our office in
the enclosed envelope.

Should you need anything further, please do not hesitate to contact
me.

Very truly yours,

Patti K. Babka
Patti K. Babka,
Legal Assistant

Enclosures as Stated
Cc: Todd Rozzo

SH 2/14
RA Ch.

FILED
97 FEB 10 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

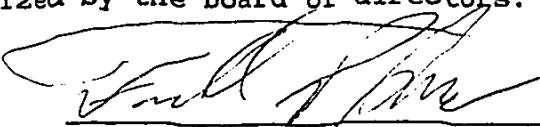
STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is North American Water Systems, Inc.
2. The name and address of its present registered agent is:
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301
3. The name and street address to which its registered agent is to be changed is:
Michael S. Singer, Esq.
701 Northpoint Parkway, Suite 330
West Palm Beach, Florida 33407
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

DATE

1/29/97


TODD ROZZO, Director

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

DATE

2/6/97


MICHAEL S. SINGER, ESQ.

FILED
97 FEB 10 AM 11:22
TALLAHASSEE, FLORIDA