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PLEASE REPLY TO:

Winter Haven

September 12, 1997

FILED
97 SEP 15 AM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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-09/15/97--01091--007
*****35.00 *****35.00

RE: FALCON TRAVEL PROFESSIONALS INTERNATIONAL, INC.

Gentlemen and Ladies:

In connection with the above corporation, enclosed for filing please find a Statement of Change of Registered Office and Registered Agent. I am also enclosing this firm's check in the amount of \$35.00 to cover the filing fee.

If you have any questions, or if anything further is needed, please let me know.

Sincerely,

Thomas B. Putnam, Jr.

Thomas B. Putnam, Jr.

TBP/jh
Enclosures

xc: Ms. Carolyn A. McLendon, w/enclosure

RA Chg.

VS SEP 19 1997

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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 is: FALCON TRAVEL PROFESSIONALS INTERNATIONAL, INC.

2. The mailing address of the corporation is: Post Office Box 9079, Winter Haven,
Florida 33883-9079.

3. Date of incorporation/qualification: August 29, 1996 Document number: P96000072311

4. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301 USA

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

Carolyn A. McLendon

312 Avenue K, S.E.

Winter Haven, Florida 33880

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.

Carolyn A. McLendon
(Signature of an officer, chairman or vice chairman of the board)

8/29/96
(Date)

Carolyn A. McLendon, President
(Printed or typed name and title)

(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.

Carolyn A. McLendon
(Signature of Registered Agent)
Carolyn A. McLendon

8/29/96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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TALLAHASSEE FLORIDA