

7990000 94503
LAW OFFICES OF
BARRY R. HILLMYER, P.A.
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April 2, 2001

Corporate Records Bureau
Corporations Division
Department Of State
Post Office Box 6327
Tallahassee, Florida 32314

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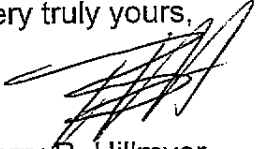
**RE: Scratch & Dent Grocery, Inc.
Change of Registered Agent**

Gentlemen:

Enclosed please find the original and copy of Statement of Change of Registered Office or Registered Agent for the above corporation. Accordingly, I have enclosed a check in the amount of \$35.00 representing your fee for same. Please return your certificate of change of registered agent in the self-addressed, stamped envelope provided.

Thank you for your assistance in this regard and should you have any questions, please do not hesitate to contact me.

Very truly yours,


Barry R. Hillmyer

BRH/lac
encs.
scratch & dent\sec state.ltr

FILED
01 MAY -7 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XRB 5-15
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**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Sections 607.0502 or 607.1508, 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 SCRATCH & DENT GROCERY, INC.

1a. Date of incorporation October 25, 1999. Document Number P99000094503.

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

ELLEN D. NOWACK
12730 Eagle Road
Cape Coral, FL 33909

3. The name and address of the new registered agent and office:

BARRY R. HILLMYER
2400 First Street, Suite 210
Fort Myers, Florida 33901

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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.

SCRATCH & DENT GROCERY, INC.

By: Ellen Nowack
ELLEN D. NOWACK, President

DATE: 5/03/01

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.

BARRY R. HILLMYER
Registered Agent

DATE: 5/03/01