

STEEL  
HECTOR  
& DAVIS

Steel Hector & Davis, LP  
100 South Biscayne Boulevard  
Miami, FL 33131-2398  
305.577.7000  
305.577.7001 Fax  
www.steelhector.com

0000000000121

August 24, , 2001

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

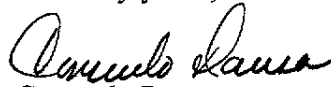
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-08/27/01--01107--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: J.F. ARIAS, S.A.

Dear Sirs:

We are enclosing our check #78093, in the amount of \$35.00 as payment for change of Registered Agent for the above referenced corporation.

Sincerely yours,



Consuelo Dausa  
Paralegal Clerk

MIA-44677-1

FILED  
01 AUG 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

900-121  
AK

**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 \_\_\_\_\_ 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: J.F. ARIAS, S.A.

2. The mailing address of the corporation is: P.O. Box 6683 Panama, Republica de Panama

3. Date of incorporation/qualification: 11/01/2000 Document number: 000000000121

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

VALDES-FAULI CORPORATE SERVICES, INC

2 S. Biscayne Blvd., Ste. # 3400

Miami, Florida 33131

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

RJVF CORPORATE SERVICES, INC.

200 South Biscayne Blvd., Suite # 4100

Miami, Florida 33131

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 authorized by the board.

*Juan F. Arias*  
(Signature of an officer, chairman or vice chairman of the board)

8/9/01  
(Date)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 AUG 27 PM 3:00

FILED

Juan F. Arias  
(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.

*Raul J. Valdes-Fauli*  
(Signature of Registered Agent)

8/9/01  
(Date)

If signing on behalf of an entity:

Raul J. Valdes-Fauli President  
(Typed or Printed Name) (Capacity)

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