

STEEL
HECTOR
& DAVIS

Q08610

Q08610

September 07, 2000

Steel Hector & Davis LLP
200 South Biscayne Boulevard
Miami, Florida 33131-2398
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Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

300003392303--5
-09/13/00--D1095--001
*****595.00 *****35.00

MJH

Re: Change of Registered Agent

Dear Sirs:

We are enclosing our check #66301 in the amount of \$595.00 as payment for a change of Registered Agent for the following Corporations:

5.200 Investments Ltd., Inc.
A & R Financial Corp.
Adventure Holdings Ltd.
Americapital International Corp.
Caron and Plamery Corporation
Celomading, S.A.
Edson Advisors Inc.
Fursten Holdings Ltd.
Heiden Corporation
Ibiza Development Ltd.
International Ocean Holdings Ltd.
Jimsco Corporation
Katmai Corporation
La Palma Financial Inc.
Orlap Entrprises Inc.
Rockwell Overseas Inc.
Tottenham Group, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 13 PM 3:31

Sincerely Yours,



Consuelo Dausa
Corporate Legal Assistant

**STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR
REGISTERED OFFICE FOR ALIEN BUSINESS ORGANIZATION
AND FOREIGN CORPORATION**

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO CHANGE ITS REGISTERED OFFICE AND/OR REGISTERED AGENT:

1. Celomading, S.A.
(Name of alien business organization or foreign corporation)
2. 02/26/1985 3. Q08610 4. _____
(Florida registration date) (Florida document number) (FEI Number, if applicable)
5. 200 S. Biscayne Blvd., Suite #4100, Miami, FL 33131
(Principal office address)
6. Name and address of registered agent and office currently on record with this office:

Valdes-Fauli, Raul E.
1400 Amerifirst Bldg.
One S.E. 3rd Avenue
Miami, FL 33131

7. New registered agent and/or office address:

RJVF Corporate Services, Inc.
200 S. Biscayne Blvd., Suite #4100
Miami, FL 33131

(Note: Registered office must be a Florida street address)

8. The street address of the registered office and the street address of the business office of the registered agent are identical.

9. Such change was authorized by the board of directors or an officer of the corporation so authorized by the board of directors.

10. _____
(Signature of chairman, vice chairman, or officer)

11. Raul J. Valdes-Fauli (Director)
(Name and capacity of person signing in number 10 above)

12. Signature of new registered agent, if applicable:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

(Registered agent accepting appointment)

8/29/00

(Date)

FILING FEE: \$35.00

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DIVISION OF CORPORATIONS
00 SEP 13 PM 3:31