

BEDZOW, KORN, BROWN, WOLFE & LIPTON, P. A.

MICHAEL BEDZOW
GARY A. KORN
GARY L. BROWN
RICHARD C. WOLFE
PAUL R. LIPTON
MICHELE A. MARACINI
ALAN B. SCHNEIDER
JENNIFER LEVIN
NEAL I. SKLAR
FLORENTINO L. GONZALEZ
SHAMIRA KLEIN
JACQUELINE SCHNEIDER
CARRIE C. KRAVITZ
CARY A. LUBETSKY
TERI L. DI GIULIAN

ATTORNEYS AT LAW
SUITE 200
20803 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180
TELEPHONE (305) 935-6888

REPLY TO:
P.O. Box 8020
HALLANDALE, FLORIDA 33008

(OUTSIDE DAD) (800) 935-6889

TELECOPIERS:
MAIN (305) 936-9502
REAL ESTATE (305) 932-6043
LITIGATION (305) 936-2795

572433

August 6, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
97 AUG -8 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Shamira Holding Corp., Inc.
Our File No: 5076.2


400002262124--3
-08/08/97--01118--005
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent form executed by the President of the corporation, Viktor Klein, and the new registered agent, Shamira Klein, along with our firm's trust account check in the amount of \$35.00, representing the filing fee for a change of registered office and registered agent for the above-referenced corporation.

Should you have any questions or require anything additional, please contact the undersigned at 800-935-6889 ext 303.

Very truly yours,



IRENE RUBANCHIK
Legal Assistant

Enclosures

R. A. Change

NFT

8-18-97

Charter No. _____

Date Filed _____

**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: Shamira Holding Corp., Inc.

2. The name and address of its present registered agent is:

Marc I. Feig
8000 Peters Road
Plantation, Florida 33324

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Shamira Klein, Esq.

20803 Biscayne Boulevard, Suite 200

Aventura, Florida 33180

FILED
97 AUG -8 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

VIKTOR KLEIN - PRESIDENT

(Typed or printed name and title)

Signature _____

(President or Vice President)

Date _____

July 29, 97

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.

Please Print/Type Name Shamira Klein

Signature _____

Date _____

8-1-97 (Agent)