

P99000030553

NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

ATTORNEYS AT LAW

MELLON UNITED NATIONAL BANK TOWER

1645 PALM BEACH LAKES BOULEVARD

SUITE 1200

WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 686-3307

FACSIMILE (561) 686-5442

August 5, 1999

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

Re: .

Ref.: Number

To Whom It May Concern:

Please find enclosed our firms check # 022980 in the amount of \$35.00. We had neglected to include our check in our previous correspondence to you. Please accept our apology for any inconvenience this may have caused.

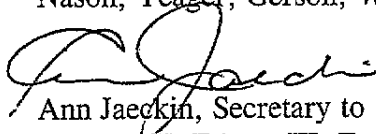
Very truly yours,

500002954465--2

-08/09/99--01110--009

*****35.00 *****35.00

Nason, Yeager, Gerson, White & Lioce, P.A.



Ann Jaeckin, Secretary to
Charles W. Edgar, III, Esquire

Encl.

FILED
99 AUG -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NA Change
T. LEWIS AUG 13 1999

NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

ATTORNEYS AT LAW

MELLON UNITED NATIONAL BANK TOWER

1645 PALM BEACH LAKES BOULEVARD

SUITE 1200

WEST PALM BEACH, FLORIDA 33401

CHARLES W. EDGAR III

TELEPHONE (561) 686-3307

FACSIMILE (561) 686-5442

DIRECT DIAL:

(561) 471-3500

E-MAIL ADDRESS:

cedgar@nygw1.com

July 28, 1999

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Fl 32399

RE: 515, Inc.

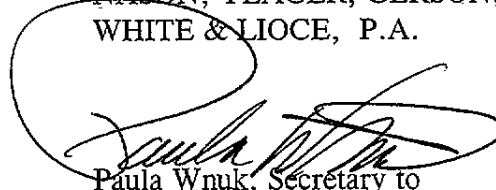
Dear Ladies and Gentlemen:

Please file Statement of Change of Registered Office in connection with the above corporation.

Thank you for your attention to this matter.

Very truly yours,

NASON, YEAGER, GERSON,
WHITE & LIOCE, P.A.



Paula Wnuk, Secretary to
Charles W. Edgar, III



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 30, 1999

CHARLES W. EDGAR, III, ESQ.
NASON, YEAGER, GERSON, WHITE & LIOCE
1645 PALM BEACH LAKES BLVD., SUITE 1200
WEST PALM BEACH, FL 33401

SUBJECT: 515, INC.
Ref. Number: 899A00030553

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 899A00038937

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

**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 agent, or both, in the State of Florida.

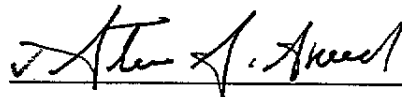
1. The name of the corporation is **515, Inc.**
2. The mailing address of the corporation is: **9440 Spring Hill Drive, Anchorage, Alaska 99507**
3. Date of incorporation: **April 2, 1999** Document number: **P990000305**
4. The name and address of the current registered agent and office:
William M. Karney
915 Middle River Drive, Suite 506
Fort Lauderdale, Florida 33304
5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
Charles W. Edgar, III
1645 Palm Beach Lakes Boulevard, Suite 1200
West Palm Beach, Florida 33401

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.

DATED:

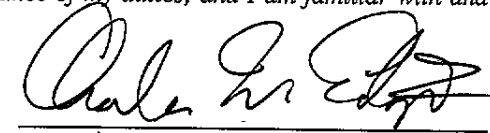
4/25/99



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.

DATED:

4/28/99


Charles W. Edgar, III Registered Agent