

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

ATTORNEYS AND COUNSELORS AT LAW

ADDITIONAL JURISDICTIONS

HUNTINGTON PLAZA
240 SOUTH PINEAPPLE AVENUE
P.O. BOX 49948
SARASOTA, FLORIDA 34230-6948

WATS (FROM TAMPA) 645-7105
PHONE (941) 366-6660
FAX (941) 366-3999

TANDEM CENTER
SUITE 199
333 TAMiami TRAIL SOUTH
VENICE, FLORIDA 34285

PHONE (941) 485-8200
FAX (941) 488-9436

<http://www.abelband.com>

Reply To: Sarasota

ANTHONY J. ABATE
SARALYN ABEL
DAVID S. BAND
KATHRYN ANGELL CARR *
STEVEN J. CHASE**
RONALD L. COLLIER
KATHLEEN M.P. DAVIS
KENNETH D. DOERR

CHERYL L. GORDON
SCOTT E. GORDON*
SCOTT A. HAAS
BENJAMIN R. HANAN
MARK D. HILDRETH***
JAMES F. KIELY
WILLIAM R. KORY*
KURT E. LEE

BARBARA B. LEVIN
GEORGE H. MAZZARANTANI
JAN WALTERS PITCHFORD*
MALCOLM J. PITCHFORD*
JEFFREY S. RUSSELL*
MICHAEL S. TAAFFE****
DAVID S. WATSON
JOHN W. WEST III

DAVID S. BAND - DC & MD
RONALD L. COLLIER - PA & NJ
ANTHONY J. ABATE - IL
STEVEN J. CHASE - GA
MICHAEL S. TAAFFE - NJ & NY
DAVID S. WATSON - PA
SCOTT E. GORDON - OH
RICHARD W. COONEY - NY
JOHN W. WEST III - DC
JAMES F. KIELY - NY

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Board of Certification
****Board Certified Business Litigation Lawyer

HARVEY J. ABEL

OF COUNSEL
RICHARD W. COONEY

JOHNSON S. SAVARY

August 23, 1999

P960000 784 93

Please refer to file number:

Writer's Direct Line:
(941) 366-6660
Writer's Direct E-mail:
GKaelin@Abelband.com

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002969251-3
-08/25/99-01016-003
*****35.00 *****35.00

Re: Carlin Inland Corporation, Inc.

Dear Sir or Madam:

Enclosed please find original and duplicate **Statement of Change** for the referenced Corporation, together with a check in the amount of \$35.00 to cover the filing of the Statement.

Please return a date-stamped copy of the Statement to the undersigned in the return envelope.

Very truly yours,

Gina M. Kaelin

Gina M. Kaelin
Corporate Department

Enclosures

FILED
99 AUG 25 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc Kaelin
8/27

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

1a. The name of the corporation is: CARLIN INLAND CORPORATION

1b. The mailing address of the corporation is : 7655 Matoaka Road, Sarasota, FL 34243

1c. Date of incorporation: 9/20/96 Document number: P96000078493

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

William J. Fuller, III

1530 Cross Street

Sarasota, FL 34236

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

Kenneth D. Doerr

240 S. Pineapple Avenue, 10th Floor

Sarasota, FL 34236

FILED
99 AUG 25 PM 4: 38
SECRETARY OF STATE
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.

Rebecca Jean Carlin

(Signature of an officer, chairman or
vice chairman of the board)

08-19-99

(Date)

Rebecca Jean Carlin

(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.

Kenneth D. Doerr

(Signature of Registered Agent)
Kenneth D. Doerr

8-19-99

(Date)