

CARLOS A. TRIAY, P.A.

A PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW

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CORAL GABLES, FLORIDA 33134

MARIA FERNANDEZ-VALLE
OF COUNSEL

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March 15, 2000

569451

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600003176406--5
-03/20/00--01122--005
***335.00 ***35.00

RE: STATEMENTS OF CHANGE OF REGISTERED OFFICE/AGENT FOR
CORPORATION

Ladies/Gentlemen:

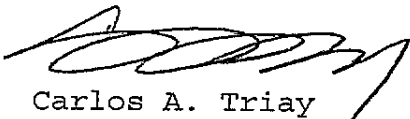
Enclosed please find a Statement of Change of Registered
Office/Agent for the following corporations:

1. Dade Discount Distributors, Inc.
2. Popular Management Corporation
3. Popular Discount, Inc.
4. Quality Discount, Inc.
5. True Discount, Inc.
6. Westland Discount, Inc.
7. Las Villas Discount, Inc.
8. Miller Discount, Inc.
9. Super 47 Discount, Inc.
10. Super Popular Discount, Inc.
11. True Photo, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 AM 9:45

Also enclosed is your fee of \$35.00 for each filing, the total
being \$385.00. Should you have any questions, please contact me.

Very truly yours,



Carlos A. Triay

CAT/ev

LETTERS\CT22

R.A. Charge
NFS 3-29-2000

**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.

1. The name of the corporation is: DADE DISCOUNT DISTRIBUTORS, INC.

2. The mailing address of the corporation is: 7500 NW 69 Avenue Medley FL 33166

3. Date of incorporation/qualification: _____ Document number: 569451

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

ENRIQUE J. DIAZ

7500 NW 69 Avenue

Medley, FL 33166

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

CARLOS A. TRIAY, ESQUIRE

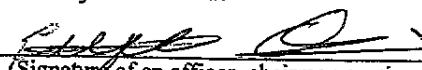
999 Ponce de Leon Blvd. #1110

Coral Gables, FL 33134

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DIVISION OF CORPORATIONS
00 MAR 20 AM 9:45

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.


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

3-3-2000


(Date)

ENRIQUE J. DIAZ, PRESIDENT

(Printed or typed name and title)

(Date)

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.


(Signature of Registered Agent)

CARLOS A. TRIAY

(Date)

3-3-2000

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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