

646887
SMITH, METCALF, AGUILAR & SIERON, P.A.
ATTORNEYS AT LAW
1329 KINGSLEY AVENUE, SUITE A
P. O. Box 855
ORANGE PARK, FLORIDA 32067-0855

LARRY SMITH
FRANK B. METCALF
ROBERT AGUILAR
MARK A. SIERON

TELEPHONE: (904) 264-6000
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E-MAIL: SMASLAW1@AOL.COM

June 28, 1999

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

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

Re: Smith, Metcalf, Aguilar & Sieron, P.A.
Corporate No. 646887

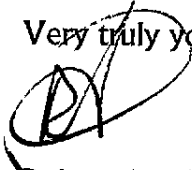
Gentlemen:

Enclosed for filing in your office is the original Statement of Change of Registered Agent in connection with the referenced corporation, which has been signed by an officer of the corporation and executed by the new registered agent.

Also enclosed is this firm's check in the sum of \$35.00 for the filing fee in connection with this change, as well as a copy of the Statement and a stamped, pre-addressed envelope. Please provide me with a "FILED" stamped copy of the Statement.

Thank you for your assistance. Should you require any further information, please do not hesitate to contact this office.

Very truly yours,


Robert Aguilar

RA/cg
Enclosures

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99 JUN 30 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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STATEMENT OF CHANGE OF REGISTERED AGENT

Pursuant to the provisions of the provisions of Section 607.0502(1) of the Florida General Corporation Act, the corporation SMITH, METCALF, AGUILAR & SIERON, P.A., does hereby submit the following Statement of Change of Registered Agent for filing with the Office of the Secretary of State:

1. The name of the Corporation is: SMITH, METCALF, AGUILAR & SIERON, P.A.

2. The street address of the registered office of the Corporation is:

1329 Kingsley Avenue, Suite A
Orange Park, Florida 32073

3. The name of the current registered agent of the Corporation is:

Robert J. Head, Jr.

4. The name of the new registered agent of the Corporation is:

Mark A. Sieron

whose written consent to act as such registered agent is included at the end of this Statement.

5. The street address of the registered office of the Corporation and business address of the new registered agent are identical and are:

1329 Kingsley Avenue, Suite A
Orange Park, Florida 32073

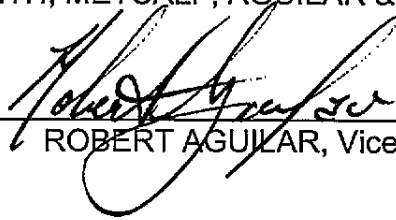
6. The change of registered agent as set forth herein was authorized by a resolution duly adopted by the Board of Directors of the Corporation.

FILED
99 JUN 30 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED this 28 day of June, 1999.

SMITH, METCALF, AGUILAR & SIERON, P.A.

By

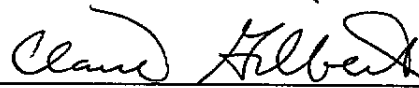


ROBERT AGUILAR, Vice President

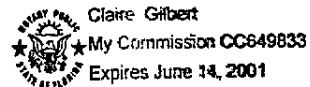
STATE OF FLORIDA
COUNTY OF CLAY

The foregoing document was acknowledged personally before me by ROBERT AGUILAR, who stated that he was a Vice President of SMITH, METCALF, AGUILAR & SIERON, P.A., was duly authorized in such capacity to execute said document, and that he had done so for the purposes therein set forth. ROBERT AGUILAR is personally known to me.

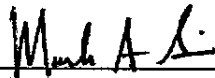
DATED: 6/28/99



Notary Public, State of Florida
(Official Stamp)



Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.



MARK A. SIERON, REGISTERED AGENT