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Refer to File No.

Writer's Direct Dial No.

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November 25, 1997

Registered Agent/Address Section  
Bureau of Corporate Records  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/01/97--01100--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: A. Clinton Brooks & Co., Inc. and  
A. Clinton Brooks Rental Management Co.

Gentlemen:

Enclosed please find the original and duplicate copy of a Change of Registered Office and Agent for the above-referenced corporations, along with our checks each in the amount of \$35.00 representing the filing fees.

Please acknowledge filing of these documents by stamping the duplicate copies and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,

*Jeffrey J. Kallan*  
Jeffrey J. Kallan

JJK:ST/lpb

Encs.

cc: Victoria Alvarez, Esq.  
A. Clinton Brooks & Co., Inc.  
A. Clinton Brooks Rental Management Co.

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APPROVED  
AND  
FILED  
97 DEC -1 AM 8:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CHANGE OF REGISTERED OFFICE AND AGENT  
OF  
A. CLINTON BROOKS & CO., INC.

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is A. Clinton Brooks & Co., Inc.
2. The current registered office is located at 5901 Sun Boulevard, #105, St. Petersburg, Florida 33715.
3. The registered office will remain the same.

THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION,  
PLEASE CHANGE YOUR RECORDS ACCORDINGLY.

4. The current registered agent is A. Clinton Brooks.
5. The successor registered agent will be Amy K. Seeks.
6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.
7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.
8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

DATED: October 1, 1997.

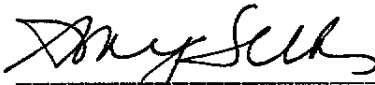
A. CLINTON BROOKS & CO., INC.

By:

  
Amy K. Seeks, President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

  
Amy K. Seeks  
Registered Agent

123470

97 DEC -1 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

APPROVED  
AND  
FILED