



V. J. Alvarez & Associates, P.A.
Attorneys and Counselors At Law

4230 South MacDill Avenue, Suite F ♦ Tampa, Florida 33611
Telephone 813.835.1955 ♦ Facsimile 813.835.0744
P.O. Box 10858 ♦ Tampa, Florida 33679-0858
vjaltvarezpa@mindspring.com

November 14, 2001

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

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-11/19/01--01040--018
*****87.50 *****43.75

Re: Change of Registered Office and Agent
of Brooks Real Estate, Inc. and
of Brooks Rental Management, Inc.

Dear Sir or Madam:

Enclosed for filing are the following originals for the above-referenced corporations:

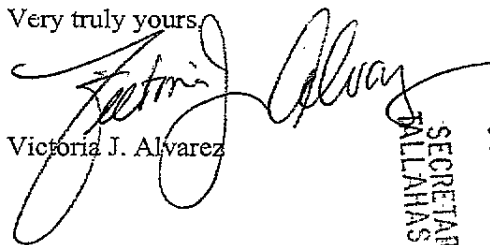
1. Change of Registered Office and Agent of Brooks Real Estate, Inc. f/k/a A. Clinton Brooks & Co., Inc..
2. Change of Registered Office and Agent of Brooks Rental Management, Inc. f/k/a A. Clinton Brooks Rental Management Co..

Also enclosed is my firm's check number 3260 in the amount of \$87.50, representing your filing fee for two (\$70.00) and certified copy fee (\$17.50).

I would appreciate your filing both Change of Registered Office and Agent and returning the certified copies to the undersigned at your earliest convenience.

If you should have any questions, please do not hesitate to call.

Very truly yours,


Victoria J. Alvarez

VJA:dm

Enclosures

cc: Donna M. Sutter, President (w/ enc)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CHANGE OF REGISTERED OFFICE AND AGENT

OF

BROOKS REAL ESTATE, INC.

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is Brooks Real Estate, 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 Amy K. Seeks.
5. The successor registered agent will be Donna M. Sutter.
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 the 14th day of November, 2001.

BROOKS REAL ESTATE, INC.

By: Donna M. Sutter President
DONNA M. SUTTER, 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.

Donna M. Sutter, Registered Agent
DONNA M. SUTTER, REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA