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July 16, 1998

Florida Department of State
Division of Corporations
Post Office Box
Tallahassee, FL 32314

Re: National Distributing Company, Inc.
Registered Agent Change

Dear Sir/Madam:

The following documents are enclosed for filing:

1. Original and one copy of the Statement of Change of Registered Agent and/or Registered Office for Alien Business Organization and Foreign Corporation; and
2. Check payable to the Florida Department of State in the amount of \$35.00 as payment in full of the filing fee for the Change of Registered Agent.

Please return a stamped copy of the Change of Registered Agent to me in the enclosed self-addressed envelope.

Please do not hesitate to call me at (404) 815-6604 if you have any questions regarding this matter.

Very truly yours,

Kelly H. Moore
Kelly H. Moore
Legal Assistant

Enclosures

cc: Mr. Michael C. Carlos
Mr. Harold E. Abrams

R.A. Change
7-28-98
CC

#627070

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR
REGISTERED OFFICE FOR ALIEN BUSINESS ORGANIZATION
AND FOREIGN CORPORATION**

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO CHANGE ITS REGISTERED OFFICE AND/OR REGISTERED AGENT:

1. National Distributing Company, Inc.
(Name of alien business organization or foreign corporation)
2. 2/28/96 3. 816378 4. 58-0516238
(Florida registration date) (Florida document number) (FEI Number, if applicable)
5. One National Drive, S.W., P.O. Box 44127, Atlanta, GA 30336
(Principal office address)
6. Name and address of registered agent and office currently on record with this office:

Gerard Fisher

441 S.W. 12th Avenue

Deerfield Beach, FL 33442

7. New registered agent and/or office address:

Norman J. Bonchick

441 S.W. 12th Avenue

Deerfield Beach, FL 33442

(Note: Registered office must be a Florida street address)

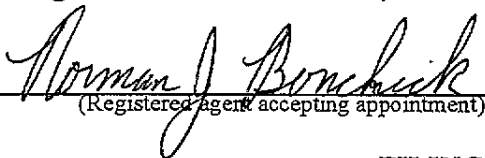
8. The street address of the registered office and the street address of the business office of the registered agent are identical.
9. Such change was authorized by the board of directors or an officer of the corporation so authorized by the board of directors.

10. 
(Signature of chairman, vice chairman, or officer)

11. Harold E. Abrams, Assistant Secretary
(Name and capacity of person signing in number 10 above)

12. Signature of new registered agent, if applicable:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.


(Registered agent accepting appointment)


(Date)

FILING FEE: \$35.00

DIVISION OF CORPORATIONS- P. O. BOX 6327 - TALLAHASSEE, FL 32314

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TALLAHASSEE, FLORIDA