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November 20, 2001

VIA CERTIFIED MAIL

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

A97-1094

Re: Padget-Dekker Holdings, Ltd.

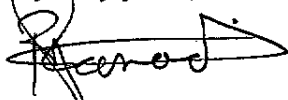
Dear Sir/Madam:

Accompanying this cover letter is a check in the amount of \$35.00 and the original and one copy of the Statement of Change of Registered Agent and Registered Office of Padget Dekker Holdings, Ltd.

Please return the filed copy of the document to the undersigned.

Please do not hesitate to contact me if you have any questions or require additional information regarding this matter

Very truly yours,



Rahul P. Ranadive

Enclosure

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11/29
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DIVISION OF CORPORATIONS
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PADGET-DEKKER HOLDINGS, LTD.
a Florida limited partnership

STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of F.S. §§ 620.105 and 620.1051, the undersigned limited partnership, through its general partner, submits the following statement to change its registered agent and registered office in Florida.

1. The name of the limited partnership is **Padget-Dekker Holdings, Ltd.** (the "Partnership") and its principal office address is 611 Frances Street, Key West, Florida 33040.
2. The name of the current registered agent and the address of the current registered office in Florida of the Partnership are as follows:

Robert F. Hudson, Jr.
1200 Brickell Avenue, Suite 1900
Miami, FL 33131

3. The name and address of the new registered agent and new registered office in Florida of the Partnership are as follows:

Padget-Dekker Holdings, Inc.
611 Frances Street
Key West, Florida 33040

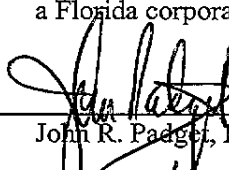
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4. The foregoing change in registered agent and registered office in Florida Partnership was approved by the undersigned general partner of the Partnership.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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GENERAL PARTNER:

Padget-Dekker Holdings, Inc.,
a Florida corporation

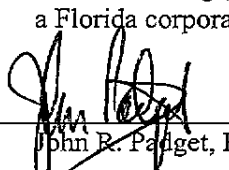
By: 
John R. Padgett, President

Dated: November 16, 2001

ACCEPTANCE OF REGISTERED AGENT

I hereby accept 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 obligations of my position as Registered Agent.

Padget-Dekker Holdings, Inc.,
a Florida corporation

By: 
John R. Padgett, President

Dated: November 16, 2001