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May 1, 2002

PERSONAL & CONFIDENTIAL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Douglas Family Holdings, Inc.
Douglas Family Limited Partnership
Our Client Reference No. 156 (NN.1)

000005462550--4
-05/06/02--01069--019
*****70.00 *****35.00

Dear Sir/Madam:

Enclosed please find the following:

1. A Statement of Change of Registered Office or Registered Agent or Both for Corporations;
2. Limited Partnership Statement of Change or Registered Office or Registered Agent, or both;
and
3. Check made payable to the "Department of State" in the amount of \$70.

Please acknowledge receipt of this letter by signing a copy and returning it to me in the envelope provided for your convenience. Thank you for your cooperation.

Very truly yours,

Drew La Grande
DREW LA GRANDE
For the Firm

DL/ns

Enclosures

cc: Marc Douglas

H:\CLIENTS\DOUGLAS.M\LETTERS\2002-4-30 RACHANGE.DOC

Receipt of the above-mentioned forms and check in the amount of \$70 is hereby acknowledged
this _____ day of _____, 2002.

DEPARTMENT OF STATE

By: _____

J. BRYAN MAY 15 2002

FILED
2002 MAY -6 AM 10:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Douglas Family Limited Partnership
Name of the limited partnership

2. 5/14/1998 3. A98000001216
Date of filing/registration in Florida Document number assigned

4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Barry A. Nelson, Esq.; c/o Nelson & LaFemina, P.A.
Name
19495 Biscayne Blvd., Suite 609
Address
Aventura, FL 33180
City, State and Zip

5. The name and address of the new registered agent and/or office:

Barry A. Nelson, Esq., c/o Nelson & Levine, P.A.
Name
2775 Sunny Isles Blvd., Suite 118
Florida street address (P.O. Box **not** acceptable)
North Miami Beach FL 33160
City, State and Zip

6. Such change(s) was/were authorized by the general partners.

DOUGLAS Family Holdings Inc.
[Signature]
Signature of General Partner

I hereby accept the 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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the limited partnership has been notified in writing of this change.

[Signature]
Signature of Registered Agent

**Make checks payable to Florida Department of State and mail to:
Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
Filing Fee: \$35.00**

FILED
2002 MAY -6 AM 10:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA