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THE FISCHMAN LAW FIRM, P.A.

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December 7, 2007

TO: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: Prosphere, Inc.

DOCUMENT NUMBER: F06000001406

The enclosed Statement of Change of Registered Office and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Bruce D. Fischman, Esq.
The Fischman Law Firm, P.A.
9200 South Dadeland Boulevard, Suite 116
Miami, Florida 33156
(305) 670-7669
(305) 670-7671 fax

For further information concerning this matter, please call David Perez at (305) 670-7669.

Enclosed is a \$35.00 check made payable to the Department of State.

Very truly yours,

THE FISCHMAN LAW FIRM, P.A.



BRUCE D. FISCHMAN
REGISTERED AGENT

BDF/jdp
Enclosures

STATEMENT OF CHANGE OF REGISTERED OFFICE FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office in the State of Florida.

1. The name of the corporation: Prosphere, Inc.
2. The principal office address: 4350 W. Cypress Street, Suite 900
Tampa, Florida 33607 USA
3. The mailing address (if different): Same
4. Date of Incorporation/qualification: 03/06/06

Document Number: F06000001406

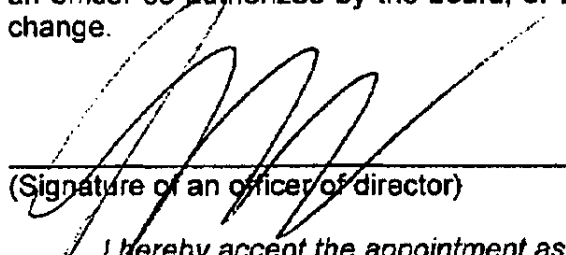
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Bruce D. Fischman, Esq.
3050 Biscayne Boulevard, Suite 600
Miami, Florida 33137

6. The name and street address of the new registered office:

Bruce D. Fischman, Esq.
c/o The Fischman Law Firm, P.A.
9200 South Dadeland Boulevard, Suite 116
Miami, Florida 33156

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

GERMAN MEDINA - PRESIDENT
(Printed or typed name and title)

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 obligation 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 corporation has been notified in writing of this change.


(Signature of Registered Agent)

DEC. 7, 2007
(Date)

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DIVISION OF CORPORATIONS
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