

F55201

PURCELL, FLANAGAN & HAY, P.A.

1548 LANCASTER TERRACE
JACKSONVILLE, FL 32204

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June 20, 2002

Florida Department of State
Division of Corporations
P. O. Box 1500
Tallahassee, Florida 32302-1500

Re: **Darifair Foods, Inc.**

600006226176--7
-07/05/02--01003--021
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find an original and one copy of the Change of Registered Office and Registered Agent for Darifair Foods, Inc.

Please file the original and return the copy to me stamped "filed." Enclosed is our check in the amount of \$35.00 representing your filing fee.

Please feel free to call if you have any questions.

Sincerely,

Timothy L. Flanagan

Timothy L. Flanagan

TLF:sdr:GLH
Enclosures

cc: Mr. William A. Block (with enclosure)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JUL -3 PM 12:34

R.A. Charge
LF
7-5-2002

**CHANGE OF REGISTERED
OFFICE AND REGISTERED AGENT**

2002 JUL -3 PM 12:34

Pursuant to the provisions of Sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office and registered agent in the State of Florida.

1. The name of the corporation and its principal and mailing address are:

DARIFAIR FOODS, INC.
c/o Timothy L. Flanagan
1548 Lancaster Terrace
Jacksonville, FL 32204

2. The date of incorporation/qualification is 11/18/1981, and the document number is F55201.

3. The name and address of the **current** registered agent and registered office are:

Timothy L. Flanagan
1548 Lancaster Terrace
Jacksonville, FL 32204

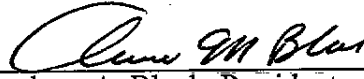
4. The name and address of the **new** registered agent and registered office are:

William A. Block
2960 Hartley Road West
Jacksonville, FL 32257

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

6-11-02
(Date)

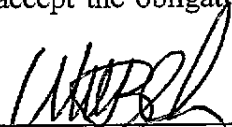


Andrew A. Block, President

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above-stated corporation, 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.

6-11-02
(Date)



William A. Block, Registered Agent