

F93000005360

May 13, 1997

UNITED CORPORATE SERVICES, INC.
TEN BANK STREET, SUITE 560
WHITE PLAINS, N.Y. 10606
ATT: RAY A. BARR

Re: THE FONDA GROUP, INC.

Corporation Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

300002182543--2
-05/19/97--01034--002
*****35.00 *****35.00

Dear Ms./Sir:

Enclosed are the change of agent documents for the above together with our check to the Secretary of State for \$35.00.

Please file forwarding the appropriate evidence to the attention of the undersigned.

If there are any corrections or additional fees required to complete this filing, please KEEP these documents in your possession and telephone the undersigned toll free at 1/800-899-8648 for specific instructions.

Thank you.
Sincerely,



Maris Kruze
Project Manager

MK:nml
Enclosure

Refer to in Reply:
[CID: FONDAGRO/15207CO]

Handwritten notes:
WJ
F93000005360
FF-2
50297
to



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1997

UNITED CORPORATE SERVICES, INC.
% MARIS KRUIZE
TEN BANK STREET, SUITE 560
WHITE PLAINS, NY 10606

SUBJECT: THE FONDA GROUP, INC.
Ref. Number: F93000005360

We have received your document for THE FONDA GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 997A00028061

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

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
Delaware submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: The Fonda Group, Inc.

1b. Date of incorporation January 9, 1984 Document number _____

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:

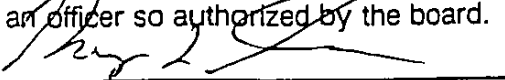
(P.O. Box Not Acceptable)

United Corporate Services, Inc.

801 Northeast 167th Street, Suite 300, North Miami Beach, FL 33162

The street address of its registered agent 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.

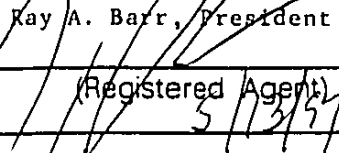

SIGNATURE
May 7, 1997

Harvey L. Friedman, Secretary

Typed or printed name and title

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
plete performance of my duties, and I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Ray A. Barr, President

SIGNATURE

(Registered Agent)

DATE

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314