

F94000002752

Florida Department of State
Division of Corporations
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ATTN: DARLENE CONNELL
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REGISTERED AGENT CHANGE
MARCAIR INTERNATIONAL (USA), INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 17, 2003

MARCAIR INTERNATIONAL (USA), INC.
7150 NW 50TH ST.
MIAMI, FL 33166

SUBJECT: MARCAIR INTERNATIONAL (USA), INC.
REF: F94000002752

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT #4 OF THE DOCUMENT, DATE OF INCORPORATION/QUALIFICATION AND DOCUMENT NUMBER TO READ AS FOLLOWS: DATE QUALIFIED: 5/25/94 & DOCUMENT # F94000002752.

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 (850) 245-6906.

Darlene Connell
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 16, 2003

MARCAIR INTERNATIONAL (USA), INC.
7150 NW 50TH ST.
MIAMI, FL 33166

SUBJECT: MARCAIR INTERNATIONAL (USA), INC.
REF: F94000002752

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE FIRST PARAGRAPH OF THE FORM TO READ AS FOLLOWS:
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.

PLEASE DELETE THE WORDING name of alien business organization UNDER LINE #1. ALSO, REPLACE #12 WITH 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.

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 (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000117800
Letter Number: 403A00022793

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

AP 2



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 15, 2003

MARCAIR INTERNATIONAL (USA), INC.
7150 NW 50TH ST.
MIAMI, FL 33166

SUBJECT: MARCAIR INTERNATIONAL (USA), INC.
REF: F94000002752

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The subject entity is a Florida corporation and not an alien business organization. Please complete a statement of change form for a corporation.

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 (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H03000117800
Letter Number: 303A00022500

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: Marcair International (USA), Inc.
- 2. The principal office address: 6925 Camarin Street, Coral Gables, Florida 33146
- 3. The mailing address (if different): 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131
- 4. Date of incorporation/qualification: qualified 5/25/94 Document number: F94000002752
- 5. The name and address of the current registered agent and registered office on file with the Florida Department of State:

Marc Bijaoui
7150 N.W. 50th Street
Miami, Florida 33166

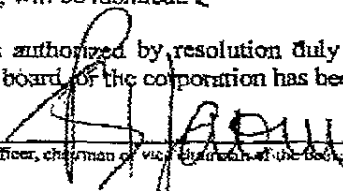
- 6. The name and street address of the new registered agent (if changed) and/or registered office changed):

Valdes-Fauli Corporate Services, Inc.
2 S. Biscayne Boulevard, Suite 3400
Miami, Florida 33131

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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 of the corporation has been notified in writing of the change.


 (Signature of an officer, chairman of board, or authorized agent of the board)

Colette Bijaoui, Vice 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.

Valdes-Fauli Corporate Services, Inc.

By: 
 (Signature of Registered Agent)

4/17/03
 (Date)

If signing on behalf of an entity:

Arthur J. Furia
 (Typed or Printed Name)

Vice President
 (Capacity)

CR3EO45(9/00) 358785.1

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
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