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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

500000 798005
01/13/95 01013--000
*****70.00 *****70.00

SUBJECT: CHANGE of Pace, inc.
(Name of corporation must include suffix)

Dear Sir or Madam:

W95-1012

The enclosed "Application by Foreign Corporation for Authorization to Transact Business In Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Rosemary Turke
(Name of Person)
CHANGE of Pace, inc.
(Firm/Company)
PO Box 2427
(Address)
WPB FL 33402
(City, State and Zip Code)

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1/27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 27 AM 8:32

Should you need to call someone concerning this matter, please call:

R. Turke at (407) 547 6593
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 13, 1995

ROSEMARY TURKE
CHANGE OF PACE, INC.
PO BOX 2427
WEST PALM BEACH, FL 33402

SUBJECT: CHANGE OF PACE, INC.
Ref. Number: W95000001012

We have received your document for CHANGE OF PACE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2,100.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 395A00001648

SWORN AFFIDAVIT

JAN. 23, 1995

RE: CHANGE OF PACE, INC.
REF. NUMBER: W95000001012

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 27 AM 8:32

THIS IS TO INFORM YOU THAT THE INFORMATION LISTED ON LINE #6
WAS MISINTERPRETED AND ERRONEOUS. THE CORRECT DATA FOR LINE
#6 IS: UPON QUALIFICATION. THANK YOU FOR YOUR TIME.

ROSEMARY TURKE

Rosemary D Turke

CHANGE OF PACE, INC.
PO Box 2427
WPB, FL. 33402
407-547-6593
PRESENTED A FL DRIVER LICENSE.

ENC.

Matthew A. Posner 1/23/95



MATTHEW A. POSNER
COMMISSION # CC 431776
EXPIRES JAN 4, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Chryco of Pae, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 5103428-23
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8-31-92 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 8-31-92 upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. P.O. Box 2427
W.P.B., FL 33402
(Current mailing address)
8. Nursing services, home business information & computer services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Rosemary Turke
Office Address: 211 N. Broadway
Lantana, FL, Florida, 33462
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

Rosemary Turke
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Rosemary Turke
Address: Po Box 763 111 N. Broadway
WPB, FL 33402 Orlando, FL 32802
Vice Chairman: NA
Address: _____
Director: NA
Address: _____
Director: NA
Address: _____

B. OFFICERS

President: Rosemary Turke
Address: Po Box 763 111 N. Broadway
WPB, FL 33402 Orlando, FL 32802
Vice President: NA
Address: _____
Secretary: NA
Address: _____
Treasurer: NA
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Rosemary D. Turke
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

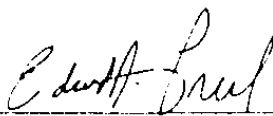
14. Rosemary D. Turke, Pres
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHANGE OF PACE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JANUARY, A.D. 1995.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 27 PM 6:32




Edward J. Freel, Secretary of State

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AUTHENTICATION
DATE

7360374
01-03-95