

DRIGGERS, SCHULTZ & HERBST

A PROFESSIONAL CORPORATION

COUNSELORS AT LAW

2600 WEST BIG BEAVER ROAD

SUITE 550

TROY, MICHIGAN 48064

TELEPHONE (248) 649-6000

TELECOPIER (248) 649-6442

LAURENCE S. SCHULTZ
JAY A. HERBST
RICHARD B. TOMLINSON
DANIEL R. BOYNTON
JOSEPH W. THOMAS
RAYMOND J. STERLING
WILLIAM C. SCHNEIDER
EDWARD S. TOTH
MARK E. MUELLER
RONALD E. BEIER II
CHRISTOPHER P. MANSUR
ANDREW R. BISCOGLIA

NATHAN B. DRIGGERS
(1929 - 1996)

OF COUNSEL
LAURA D. MASON

September 23, 1998

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*****35.00 *****35.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: All Green Corporation

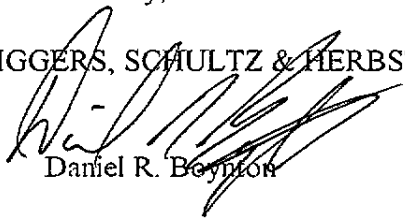
Dear Sir or Madame:

Enclosed for filing please find the form necessary to change the registered agent in your State for the above-referenced corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing fee. Please file this form and return a stamped copy to me in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

DRIGGERS, SCHULTZ & HERBST


Daniel R. Boynton

DRB/jlf

Enclosure

cc: Mr. Richard Hessler
All Green Corporation

FILED
98 NOV -2 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OM 797000000915
PAC
HPS

DRIGGERS, SCHULTZ & HERBST

A PROFESSIONAL CORPORATION
COUNSELORS AT LAW
2600 WEST BIG BEAVER ROAD
SUITE 550

TROY, MICHIGAN 48084

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NATHAN B. DRIGGERS
(1929 - 1998)

OF COUNSEL
LAURA D. MASON

October 19, 1998

Ms. Carol Mustain, Corporate Specialist
Secretary of State/Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: All Green Corporation
Ref No: F97000000975

Dear Ms. Mustain:

Pursuant to your letter dated October 9, 1998, enclosed for filing please find the form necessary to change the registered agent in your State for the above-referenced corporation, along with a copy of your letter. You are already in receipt of a check in the amount of \$35.00 to cover the filing fee. Please file this form and return a stamped copy to me in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

DRIGGERS, SCHULTZ & HERBST

Daniel R. Boynton

DRB/jlf
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1998

DRIGGERS, SCHULTZ & HERBST
% DANIEL BOYNTON
2600 WEST BIG BEAVER RD., #550
TROY, MI 48084

SUBJECT: ALL GREEN CORPORATION
Ref. Number: F97000000975

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

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 598A00050318

**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.

1. The name of the corporation is: ALL GREEN CORPORATION
2. The mailing address of the corporation is: 1335 Canton Rd, Ste G, Marietta, GA 30066
3. Date of incorporation/qualification: February 24, 1997 Document number: F97000000975
4. The name and address of the current registered agent and office:

Patrick Guy

28870 U.S. 19 North

Clearwater, FL 34619

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

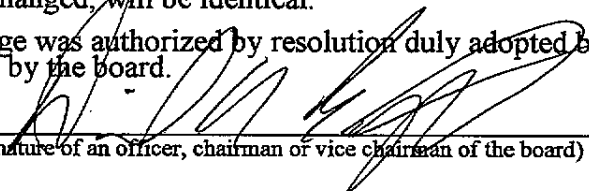
Brad Stowell

28870 U.S. 19 North

Clearwater, FL 34619

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.


(Signature of an officer, chairman or vice chairman of the board)

October 19, 1998
(Date)

Daniel R. Boynton, Assist Secretary
(Printed or typed name and title)

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.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:


(Typed or Printed Name)
Daniel R. Boynton

Power of Attorney for All Green Corporation
(Capacity)

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