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August 31, 1999

VIA FEDERAL EXPRESS

Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: The Wall Street Women's Club

Dear Sir or Madam:

I am enclosing one original and one copy an executed Statement of Change of Registered Office for the referenced entity (the "Corporation"), along with our check in the amount of \$35.00 in satisfaction of the filing fee.

Please file the application accordingly and forward evidence of the filing to my attention once it becomes available. For your convenience, I have provided a self-addressed stamped envelope for that purpose.

In addition, I am enclosing correspondence from the President of the Corporation requesting a change of mailing address on the Corporation's Application by Foreign Corporation for Authorization to Transact Business, a copy of which is enclosed. Kindly update your records accordingly.

If you have any questions or require additional information regarding this filing please do not hesitate to contact me at 215-665-4661. Thank you for your assistance.

Very truly yours,

COZEN AND O'CONNOR

BY: *Diana P. Dunphy*
DIANA P. DUNPHY
Paralegal

DPD/
Enclosures

RA Chg.

V. SHEPARD SEP 22 1999

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-09/16/99-01066-002

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

FILED
99 SEP 16 PM 5:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE WALL STREET WOMEN'S CLUB, INC.
P.O. BOX 2590
PALM BEACH, FLORIDA 33480

FILED
99 SEP 16 PM 5:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KIMBERLY STRAUSS
529 S. FLAGLER DRIVE
TRUMP PLAZA APARTMENT 15C
WEST PALM BEACH, FL 33401

July 21, 1999

VIA FEDERAL EXPRESS

Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: The Wall Street Women's Club

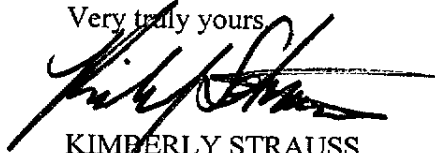
Dear Sir or Madam:

An Application by Foreign Corporation for Authorization to Transact Business in Florida for the referenced entity, a copy of which is enclosed, was filed with your office on April 7, 1999. Please be advised that the mailing address for the entity has changed. The new address is listed below. Kindly update your records accordingly.

The Wall Street Women's Club
Attention: Kimberly Strauss
P.O. Box 2590
Palm Beach, FL 33480

If you have any questions or require additional information regarding this request please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,


KIMBERLY STRAUSS
President

KS
Enclosure

**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, 90-617.1508, 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, registered agent, or both, in the State of Florida.

FILED
SEP 16 PM 5:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. The name of the corporation is: The Wall Street Women's Club, Inc.

2. The mailing address of the corporation is: P.O. Box 2590, Palm Beach, FL 33480

3. Date of incorporation/qualification: April 7, 1999 Document number: F99000001821

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

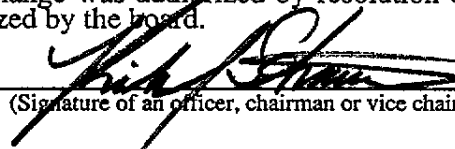
Kimberly Strauss
20889 St. Andrews Blvd. - Villa #8
Boca Raton, FL 33433

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

Kimberly Strauss
529 S. Flagler Drive, Trump Plaza Apartment 15C
West Palm Beach, FL 33401

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)

7/21/99
(Date)

Kimberly Strauss, President
(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.

By: 
(Signature of Registered Agent)

7/21/99
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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