

DOCUMENT.# F 99 000 00 6747

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Entity Name
L & C Capital, Inc.

Principal Place of Business Mailing Address

2. Principal Place of Business 560 N.E. 55 Terrace
Suite, Apt. #, etc.

3. Mailing Address 560 N.E. 55 Terrace
Suite, Apt. #, etc.

City & State Miami, Florida

Zip 33137

Country USA

City & State Miami, Florida

Zip 33137

Country USA

4. FEI Number 52-2206-423

Applied For (Not Applicable)

5. Certificate of Status Desired \$8.75 Additional Fee Required

DO NOT WRITE IN THIS SPACE

6. Name and Address of Current Registered Agent
Paul R. Caputo
4350 N. Bay Road
Miami Beach, Florida 33140

7. Name and Address of New Registered Agent
Name Paul R. Caputo
Street Address (P.O. Box Number is Not Acceptable) 560 N.E. 55 Terrace
City Miami, Florida FL Zip Code 33137

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE

Signature of officer or director of registered agent (fill in if applicable)

(NOTE: Registered agent signature required when changing)

Date

9. This corporation is eligible to satisfy its intangible tax filing requirement and elects to do so. (See criteria on back)

10. Election Campaign Financing Trust Fund Contribution. \$5.00 May Be Added to Fees

11. OFFICERS AND DIRECTORS

12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11

TITLE President, Chairman, Director Delete
NAME Paul R. Caputo
STREET ADDRESS 4350 N. Bay Road
CITY- ST- ZIP Miami, Florida 33137

TITLE President, Secretary, Treasurer, Change Addition
NAME Paul R. Caputo
STREET ADDRESS 560 N.E. 55 Terrace
CITY- ST- ZIP Miami, Florida 33137

TITLE Secretary Delete
NAME Nicholas A. Iannuzzi
STREET ADDRESS c/o Di Maria & Godbout
CITY- ST- ZIP 33 Broad Street, 11th Floor Boston, MA 02109

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***1100.00 ***550.00

TITLE Delete
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CITY- ST- ZIP

TITLE Change Addition
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TITLE Change Addition
NAME
STREET ADDRESS
CITY- ST- ZIP

13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

Paul R. Caputo

08/02/00

(305) 444-5000

SIGNATURE AND TYPED OR PRINTED NAME OF FILING OFFICER OR DIRECTOR

Date

Daytime Phone #

SP

AFFIDAVIT

COMES NOW ELIZABETH ROMERO who deposes and says:

1. That Your Affiant is over the age of twenty-one (21) years and personally knows the facts stated herein.

2. That PAUL CAPUTO is President, Secretary, Chairman and Director of NSU (II), INC.

3. That PAUL CAPUTO has resigned as President, Secretary, Chairman and Director of NSU (II), INC. and that ELIZABETH ROMERO was duly elected to serve as President, Secretary, Chairman and Director in his stead.

4. The current officers and directors of the corporation are as follows: ELIZABETH ROMERO, President, Secretary, Chairman and Director of the corporation and her address is: 1331 Washington Avenue, Miami Beach, FL 33139.

5. The mailing address is: c/o DiMaria & Godbout, 33 Broad Street, 11th Floor, Boston, MA 02109.

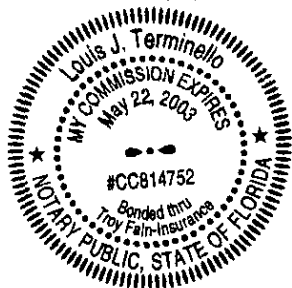
FURTHER AFFIANT SAYETH NAUGHT.

Elizabeth Romero

ELIZABETH ROMERO

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 2d day of August, 2000, by **ELIZABETH ROMERO**, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced N/A as identification.



[Signature]

NOTARY PUBLIC, State of Florida
at Large
My Commission Expires: