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SAX, WILLINGER & GOLD
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

Attorneys at Law
8180 N.W. 36 Street
Suite 100
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December 8, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

000002371620--2
-12/10/97--01016--001
****157.50 *****35.00

Re: Corporate Filing for Orcalla Corporation

Greetings:


Enclosed please find the following:

1. Officer/Director Resignation.
2. Statement of Change of Registered Office or Registered Agent or both for Corporations.
3. Resignation of Registered Agent.
4. Our trust account check in the amount \$157.50 representing filing fees of \$35.00, \$35.00 and \$87.50, respectively.

FILED
97 DEC 10 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also enclosed are copies of each of the forms along with a self-addressed envelope. Please date stamp copies of each of the forms and return them to my office. A self-addressed, stamped envelope is enclosed for your convenience. Thank you for your assistance in this matter.

Very truly yours,


Scott R. Willinger
Attorney-at-Law

SRW:mt

Enclosures

cc: Orcalla Corporation

RA Chg,

VS DEC 16 1997

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 Florida 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: Orcalla Corporation
2. The mailing address of the corporation is : 8180 N.W. 36th Street, Miami, FL 33166
3. Date of incorporation/qualification: 5/13/83 Document number: P95-000087483
4. The name and address of the current registered agent and office:

Scott R. Willinger

8180 N.W. 36th Street, #100

Miami, FL 33166

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

Belkys Fernandez

8180 N.W. 36th Street, # 306

Miami, FL 33166

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.

Scott Willinger

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

12/5/97

(Date)

SCOTT WILLINGER 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.

Brenda P. ...

(Signature of Registered Agent)

12/5/97

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)