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OUR FILE NUMBER:

11629.00103

September 5, 2001

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

RE: Famco Industries, Inc.
Statement of Change of Registered Office or Registered Agent or Both for Corporations

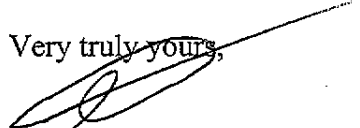
Dear Sirs:

You will please find enclosed under cover of this letter an original and one copy of the Statement of Change of Registered Office or Registered Agent or Both for Corporations of Famco Industries, Inc. (in accordance with Florida Statute 607.0502, 617.0502, 607.1508 or 617.1508) wherein the above corporation submits the enclosed in order to change its registered office and/or registered agent, or both.

Furthermore, you will please find enclosed under cover of this letter my firm's check in the amount of \$35.00 which represents the filing fee. Please forward a "filed stamped" copy of the Statement of Change to the undersigned in the enclosed self-addressed stamped envelope provided herewith for your convenience.

If you require anything further, please do not hesitate to contact my office.

Very truly yours,


Sheldon T. Slatkin

STS:aap

encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 : FAMCO INDUSTRIES, INC.

2. The mailing address of the corporation : 7675 NW 22nd Street
Margate, FL 33063

3. Date of incorporation/qualification: 7/16/01 Document number: G 73687

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

Salvatore J. Delfino

1950 NW 18th Street

Pompano Beach, FL 33069

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

SHELDON T. SLATKIN, ESQUIRE

9900 West Sample Road, Suite 400

Coral Springs, FL 33065

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.

X [Signature] PRESIDENT
(Signature of an officer, chairman or vice chairman of the board)

8-30-01
(Date)

SALVATORE J. DELFINO

(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]
(Signature of Registered Agent)

9/04/01
(Date)

If signing on behalf of an entity:

Sheldon T. Slatkin

(Typed or Printed Name)

(Capacity)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA