

Swann, Hadley & Alvarez, P.A.
Attorneys and Counselors at Law

Pervie P. Swann (1895 - 1984)

P. Raul Alvarez, Jr.
Stuart P. Buchanan
Peter F. Carr, Jr.
Ralph V. Hadley, III
Thomas H. Justice, III
Jeffrey P. Milhausen
Mark H. Ruff
Richard R. Swann
Todd W. Watson
Griffith J. Windthrop, III

Of Counsel:
L. Pharr Abner

Reply To:

Winter Park Office

Winter Park Office:
1031 West Morse Boulevard
Suite 270
Winter Park, Florida 32789
Telephone (407) 647-2777
Fax (407) 647-2157

Kissimmee Office:
2710 North Orange Blossom Trail
Suite 201
Kissimmee, Florida 34744
Telephone (407) 944-4333
Fax (407) 944-4336

15 December, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300002715853--1
-12/18/98--01054--005
*****35.00 *****35.00

Re: Hello Florida, Inc.
Document No. J28081

Dear Sir or Madam:

I enclose executed Statement of Change of Registered Office or Registered Agent or Both for Corporation, together with our check in the amount of \$35 in payment of your fee.

Please process the Statement at your earliest convenience.

Sincerely yours,

Ralph V. Hadley, III
RALPH V. HADLEY, III

RVH,III/ja

Encs.

FILED
99 JAN 15 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CV
J28081
3P8
RA CV
1-13-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 5, 1999

SWANN, HADLEY & ALVAREZ, P.A.
% RALPH HADLEY
1031 WEST MORSE BLVD., SUITE 270
WINTER PARK, FL 32789

SUBJECT: HELLO FLORIDA, INC.
Ref. Number: J28081

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

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

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: 199A00000332

*Returned
1/11/99*

RECEIVED
99 JAN 13 PM 12:22
DIVISION OF CORPORATIONS

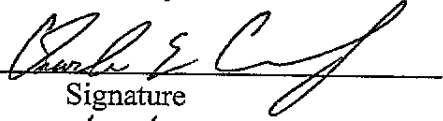
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, F.S., 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.

- 1a. The name of the corporation is: HELLO FLORIDA, INC.
- 1b. Date of incorporation: 08/08/1986 Document Number: J28081
2. The name and address of the current registered agent and office:
Frederic R. Lehman
4207 Vineland Road, Suite M-15
Orlando, FL 32811
3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
Swann & Hadley, P.A.
Suite 270, 1301 West Morse Blvd.
Winter Park, Florida 32789

The street address of its registered agent 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

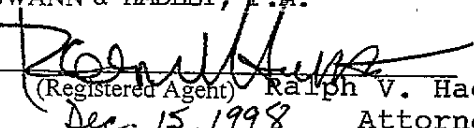
10/26/98
Date

Charles E. Carns, Jr., Chief Executive Officer
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SWANN & HADLEY, P.A.

SIGNATURE


(Registered Agent)

Ralph V. Hadley, III

DATE

Dec. 15, 1998

Attorney/

Secretary

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E045

FILING FEE \$35.00