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ATTORNEYS AT LAW

J. DANA FOGLE
CORPORATION & BUSINESS LAW
REAL PROPERTY LAW
REGISTERED GENERAL PRACTICE

ALICE M. FOGLE
MARITAL & FAMILY LAW

October 8, 1997

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Florida Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: The Barnhill Corporation

300002318999--7
-10/13/97--01104--004
*****35.00 *****35.00

Dear Folks:

Enclosed is an original signed Statement of Change of Registered Office or Registered Agent, or Both, together with a check in the amount of \$35.00.

Please process the enclosed at your earliest convenience, and if you have any questions regarding this matter, please feel free to give me a call.

Sincerely,



J. Dana Fogle

JDF/bja

Enclosures

cc: Mr. Brett O. Soety
Mr. John J. Soety

FILED
97 OCT 13 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See
10/16

R.A. change

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

FILED
97 OCT 13 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

FIRST: The name of the corporation is THE BARNHILL CORPORATION.

SECOND: The address of its present registered agent is 223 South Woodland Boulevard, DeLand, Florida.

THIRD: The address to which its registered agent is to be changed is 1200 Belle Avenue, Suite 101, Winter Springs, Florida 32708.

FOURTH: The name of its present registered agent is Kirk T. Bauer.

FIFTH: The name of its successor registered agent is Brett O. Soety.

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated October 7, 1997.

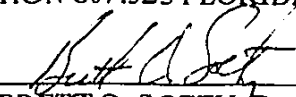
THE BARNHILL CORPORATION

By: 

JOHN J. SOETY

Its: President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


BRETT O. SOETY, Registered Agent

Date: October 7, 1997