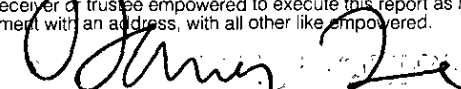


<b>DOCUMENT # J59422</b>			
<b>1. Entity Name</b> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"><b>BLUE ISLAND, INC.</b></div>			
<b>Principal Place of Business</b> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;">POST OFFICE BOX 524236 MIAMI FL 33152</div>		<b>Mailing Address</b> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;">POST OFFICE BOX 524236 MIAMI FL 33152-4236</div>	
<b>2. Principal Place of Business</b>		<b>3. Mailing Address</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country
<b>6. Name and Address of Current Registered Agent</b>			
<div style="border: 1px solid black; padding: 10px; min-height: 100px;">FINE, BARRY H 2261 NW 67TH AVE. BLDG #700 MIAMI FL 33152</div>			Name
			Street Address (
			City
<b>8. The above named entity submits this statement for the purpose of changing its registered office or register</b>			
<b>SIGNATURE</b> _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required)</small>			
<b>9. This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so.</b> (See criteria on back) <input type="checkbox"/>		<b>FILE NOW!!! FEE IS \$150.00</b> <b>After MAY 1, 2000 Fee will be \$550.00</b> <b>Make Check Payable to Department of State</b>	
<b>11. OFFICERS AND DIRECTORS</b>			
<b>TITLE</b>	<b>PTD</b>	<input type="checkbox"/> Delete	
<b>NAME</b>	<b>FINE, J. FRANK</b>		
<b>STREET ADDRESS</b>	<b>242 WELLS RD.</b>		
<b>CITY-ST-ZIP</b>	<b>PALM BEACH FL</b>		
<b>TITLE</b>	<b>VSD</b>	<input type="checkbox"/> Delete	
<b>NAME</b>	<b>FINE, BARRY H.</b>		
<b>STREET ADDRESS</b>	<b>5300 S.W. 99 TERRACE</b>		
<b>CITY-ST-ZIP</b>	<b>MIAMI FL</b>		
<b>TITLE</b>		<input type="checkbox"/> Delete	
<b>NAME</b>			
<b>STREET ADDRESS</b>			
<b>CITY-ST-ZIP</b>			
<b>TITLE</b>		<input type="checkbox"/> Delete	
<b>NAME</b>			
<b>STREET ADDRESS</b>			
<b>CITY-ST-ZIP</b>			
<b>TITLE</b>		<input type="checkbox"/> Delete	
<b>NAME</b>			
<b>STREET ADDRESS</b>			
<b>CITY-ST-ZIP</b>			
<b>TITLE</b>		<input type="checkbox"/> Delete	
<b>NAME</b>			
<b>STREET ADDRESS</b>			
<b>CITY-ST-ZIP</b>			
<b>13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 607 of the Florida Statutes, and that the information supplied is true and accurate and that my signature shall have the effect of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607 of the Florida Statutes, changed, or on an attachment with an address, with all other like empowered.</b>			
<b>SIGNATURE:</b> _____ <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>			

[illegible]

DO NOT WRITE IN THIS SPACE

City & State		City & State		4. FEI Number <b>59-2783811</b>		Applied For <input type="checkbox"/> Not Applicable	
Zip	Country	Zip	Country	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75</b> Additional Fee Required	
6. Name and Address of Current Registered Agent				7. Name and Address of New Registered Agent			
<b>FINE, BARRY H</b> <b>2261 NW 67TH AVE. BLDG #700</b> <b>MIAMI FL 33152</b>				Name			
				Street Address (P.O. Box Number is Not Acceptable)			
				City		<b>FL</b>	
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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable.</small>							
9. This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so. (See criteria on back) <input type="checkbox"/>			<b>FILE NOW!!! FEE IS \$150.00</b> <b>After MAY 1, 2000 Fee will be \$550.00</b> <b>Make Check Payable to Department of State</b>			10. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees	
11. OFFICERS AND DIRECTORS				12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11			
TITLE	PTD			TITLE			
NAME	FINE, J. FRANK			NAME			
STREET ADDRESS	242 WELLS RD.			STREET ADDRESS			
CITY-ST-ZIP	PALM BEACH FL			CITY-ST-ZIP			
TITLE	VSD			TITLE			
NAME	FINE, BARRY H.			NAME			
STREET ADDRESS	5300 S.W. 99 TERRACE			STREET ADDRESS			
CITY-ST-ZIP	MIAMI FL			CITY-ST-ZIP			
TITLE				TITLE			
NAME				NAME			
STREET ADDRESS				STREET ADDRESS			
CITY-ST-ZIP				CITY-ST-ZIP			
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STREET ADDRESS				STREET ADDRESS			
CITY-ST-ZIP				CITY-ST-ZIP			
TITLE				TITLE			
NAME				NAME			
STREET ADDRESS				STREET ADDRESS			
CITY-ST-ZIP				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)(i), 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: 				3/27/00 (305) 871-6606 Date Daytime Phone #			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR							

CR2E034 (9/99)