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IN REPLY REFER TO

P. O. Box 1531
Tampa, FL 33601

May 2, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

700002170967--3
-05/08/97--01040--004
*****87.50 *****87.50

RE: Change of Registered Office and Registered Agent
of GIRINDUS CORPORATION.

Gentlemen:

I enclose herewith for filing in your office the Change of
Registered Office and Registered Agent of GIRINDUS CORPORATION.

Also enclosed is our check in the amount of \$87.50 for payment
of:

Filing Fee	\$35.00
Certified Copy of Articles	\$52.50
TOTAL:	\$87.50

If the enclosed is approved for filing, will you kindly
certify and return the enclosed photocopy of the original document
to this office. Thank you for your help.

Sincerely yours,


John C. Bierley

/mpl
Enclosures

FILED
97 MAY -8 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. A. Charge
LFT
5-15-97

FILED

97 MAY -8 PM 2:48

STATE OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT OF
GIRINDUS CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.034 and Section 607.037 of the Florida Statutes, Girindus Corporation (the "Corporation"), a Florida corporation, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the Corporation is:

Girindus Corporation.

2. The address of its present registered office is:

One Harbour Place, Suite 500, Tampa, Florida, 33602.

3. The address to which its registered office is to be changed is:

111 East Madison Street, Suite 2300, Tampa, Florida, 33602.

4. The name of its present registered agent is:

Paul C. Davis.

5. The name of its successor registered agent is:

John C. Bierley.

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

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

Dated this 30th day of April, 1997.

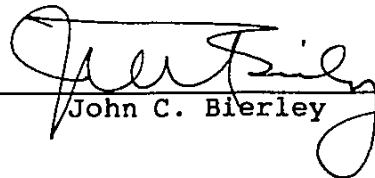
GIRINDUS CORPORATION

By: 

Robert F. Link, President

Having been named registered agent and having been designated to accept service of process for the Corporation, at the place designated as the registered office, I hereby acknowledge the foregoing statement and agree to serve as registered agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.325, Florida Statutes.

Date this 30th day of April, 1997.



John C. Bierley

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97 MAY -8 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA