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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.

305-374-5600

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REGISTERED AGENT CHANGE
MORGENTHAU CAPITAL ADVISORS, LLC

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10-17-03

**STATEMENT OF CHANGE OF REGISTERED AGENT AND OFFICE
OF
MORGENTHAU CAPITAL ADVISORS, LLC**

Pursuant to the provisions of Section 608.416 or 608.508 of the Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in order to change its registered agent and office, in the State of Florida.

(1) The name of the limited liability company is Morgenthau Capital Advisors, LLC, (the "Company"). The Company was organized on March 14, 2002, and assigned document number L02000006048.

(2) The name and address of the current registered agent is:
American Information Services, Inc.
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131

(3) The name and address of the new registered agent and offices is:
Anthony R. Morgenthau
One Financial Plaza, Suite 2504
100 S.E. Third Avenue
Fort Lauderdale, Florida 33394

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.



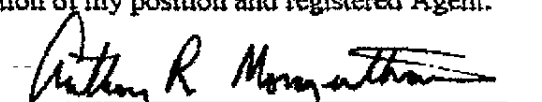
(Signature of a member or authorized representative of a member)

Anthony R. Morgenthau

(Printed or typed name of Signee)

Having been named as Registered Agent and to accept service of process for Morgenthau Capital Advisors, LLC (the "Company") 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 and registered Agent.

Dated 10/8/03, 2003.


Anthony R. Morgenthau, Registered Agent

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