

L02000031112

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J. BRYAN JUN 11 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 737463 4313369
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 25.00

ORDER DATE : June 10, 2004
ORDER TIME : 1:52 PM
ORDER NO. : 737463-005
CUSTOMER NO: 4313369
CUSTOMER: Clifford Esher, Paralegal
Day, Berry & Howard
260 Franklin Street
Boston, MA 02110-3179

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TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: CARING FIELDS ANIMAL
SANCTUARY, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: CARING FIELDS ANIMAL SANCTUARY, LLC
2. The mailing address of the limited liability company is: 700 South Dixie Highway, Suite 101
West Palm Beach, Florida 33401

3. Date of filing/registration in Florida November 20, 2002 4. Document number L02000031112

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

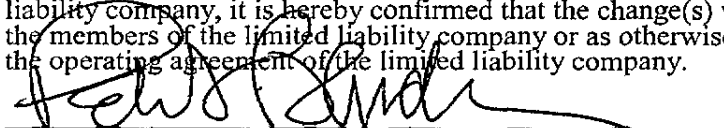
Robert S. Kramer
Name
853 SE Monterey Commons Blvd.
Address
Stuart, Florida 34996
City, State and Zip

6. The name and address of the new registered agent and/or office:

Randolyn Kinder
Name
13376 185th Place, North
Florida street address (P.O. Box NOT acceptable)
Jupiter FL 33478
City, State and Zip

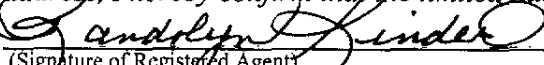
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If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered 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 the 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)

Peter A. Bender
(Printed or typed name of signee)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314