

**NewCo Corporate Services, Inc.**

Empire State Building  
350 Fifth Avenue, Suite 6017  
New York, NY 10118-3099

Telephone: (212) 220-3970

Internet Address: dclie350@aol.com

Fax: (212) 220-3929

L61326

July 16, 1997

Secretary of State  
Corp. Div.  
P.O. Box 6327  
Tallahassee, Fla. 32314

RE: Chesapeake of Clearwater, Inc.  
605-97-00354

Dear Sir/Madam:

Enclosed please find the change of agent for the above and our check for \$35.00. Please file the attached and return a file-stamped copy to the attention of the undersigned at the above address.

If there is a problem, please contact the undersigned immediately at the following toll-free number 1 888 336-3926.

Thank you in advance for your prompt consideration.

Sincerely,

  
Carol Glospe  
Senior Corporate Specialist

cg/enc.

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-07/23/97--01045--015  
\*\*\*\*\*60.00 \*\*\*\*\*35.00

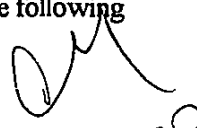
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

  
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RACH  
2 PS  
8.10.97

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida \_\_\_\_\_ submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: \_\_\_\_\_  
CHESAPEAKE OF CLEARWATER, INC.

1b. Date of incorporation: March 30, 1990 Document number L61326

2. The name and address of the current registered agent and office:  
The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105, Tallahassee, Fl 32301

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

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

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

  
SIGNATURE

David P. Rankin, Exec. V.P.

Typed or printed name and title

June 23, 1997

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By:   
(Registered Agent)

DATE 7/17/97 Asst Sec'y