

SMITH-PITTS & ASSOCIATES, PLC
ATTORNEYS AT LAW

5210 MARYLAND WAY, SUITE 201
BRENTWOOD, TENNESSEE 37027

TELEPHONE 615/370-8465

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L 99 00000 2979
December 16, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express

RE: MERGCO, LLC

400003075454--9
-12/20/99--01105--007
*****50.00 *****25.00

Dear Sir or Madam:

In connection with the above-referenced limited liability company, enclosed please find the following:

- 1) Articles of Amendment to Articles of Organization;
- 2) Statement of Change of Registered Office/Registered Agent;
- 3) Check to Florida Department of State for \$50.00; and
- 4) Return FedEx envelope to Smith-Pitts & Associates, PLC.

Please file the Articles of Amendment and Statement of Change and return same in the enclosed pre-paid FedEx envelope as soon as possible. Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to call this office collect.

Sincerely yours,

SMITH-PITTS & ASSOCIATES, PLC

Marie Wasson
Legal Assistant

Enclosures

FILED
99 DEC 20 PM 1:24
TALLAHASSEE, FLORIDA

**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: MERGCO, LLC
2. The mailing address of the limited liability company is : 625 Highway 98, Suite 5A,
Destin, Okaloosa County, Florida

May 19, 1999

L99000002979

3. Date of filing/registration in Florida
4. Document number
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Robert Gore

Name
625 Highway 98, Suite 5A

Address
Destin, Florida 32541

City, State and Zip

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

S. Malone Harville

Name
34894 Emerald Coast Parkway

Florida street address (P.O. Box NOT acceptable)

Destin, FL 32541

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.

William E. Pitts
(Signature of a member or authorized representative of a member)

William E. Pitts

(Printed or typed name of signer)

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.

Malone Harville
(Signature of Registered Agent)

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