

MO2000000/204

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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MO2-1204

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FILING REQUEST

April 13, 2005

FLORIDA SECRETARY OF STATE

<i>Type of Filing:</i>	CHANGE OF REGISTERED AGENT
<i>Subject(s):</i>	SPA CAPITAL, LLC
<i>Form(s) Enclosed:</i>	STATEMENT OF CHANGE OF REGISTERED AGENT/OFFICE
 <i>Supporting Document(s):</i>	 NONE
<i>Check Enclosed:</i>	CHECK #00343956 FOR \$25.00
<i>Return Via:</i>	REGULAR MAIL
<i>Filing Method:</i>	ASAP

PLEASE RETURN TO: PREMIER CORPORATE SERVICES, INC.
590 PARK STREET, SUITE 6
ST. PAUL, MN 55103

Please call me at **1-800-227-1256** if there are any questions.

Thank you!

Jackie Sorman

**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: Spa Capital, LLC

2. The mailing address of the limited liability company is : _____

3780 14th Avenue, Suite 106, Markham, ON, Canada L3R 9Y5

5/9/2002

M02000001204

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:

Corporation Service Company

Name

1201 Hays Street

Address

Tennessee, FL 32301

City, State and Zip

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

NRAI Services, Inc.

Name

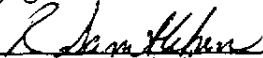
526 E. Park Avenue

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

Tallahassee FL 32301

City, State and Zip

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)

Roslyn Samtleben
(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.


(Signature of Registered Agent)

Jackie Sorman, Assistant Secretary

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

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TALLAHASSEE, FL