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LAW OFFICES  
**POE & FREIREICH**

A PROFESSIONAL CORPORATION  
256 COLUMBIA TURNPIKE  
SOUTH TOWER-SUITE 202  
FLORHAM PARK, NEW JERSEY 07932

(973) 966-2770

FAX: (973) 966-7809

Email: hpoe@poeffreireich.com

Email: jay@poeffreireich.com

Web site: www.poeffreireich.com

January 2, 2003

HARVEY R. POE \*  
(LLM IN TAXATION)

JAY J. FREIREICH \*\*  
(LLM IN TAXATION)

JEFFREY J. BEREZNY \*

RACHEL M. WHITE ♦  
(LLM IN TAXATION)

\* NJ, NY & AZ BARS  
\*\* NJ, PA & FL BARS  
♦ NJ, NY & DC BARS  
♦ NJ & PA BARS

NEW YORK OFFICE  
181 HUDSON STREET  
2<sup>ND</sup> FLOOR FRONT  
NEW YORK, NEW YORK 10013

ARIZONA OFFICE  
8655 EAST VIA DE VENTURA, SUITE 200-G  
SCOTTSDALE, ARIZONA 85258  
(602) 922-0026

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

Re: The Certo Group, L.L.C.

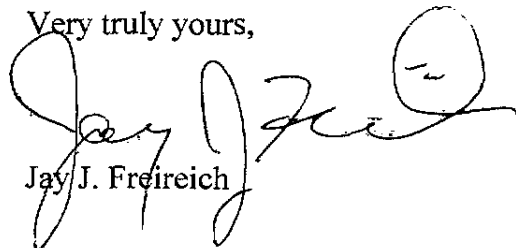
Dear Sir/Madam:

Please find enclosed, for filing, on behalf of the above referenced limited liability company, a "Statement of Change of Registered Office or Registered Agent or Both For Limited Liability Company." In connection therewith, we also enclosed our check made payable to your order in the amount of \$25.00.

Please file the change of registered office and registered agent, and thereafter, please acknowledge receipt of the foregoing on the enclosed copy of this letter and return same to this office in the enclosed stamped self-addressed envelope provided for your convenience.

Please contact the undersigned if you have any questions with regard to this matter.

Very truly yours,

  
Jay J. Freireich

Encls.

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SECRETARY OF STATE  
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: The Certo Group, LLC
2. The mailing address of the limited liability company is: 201 Circle Drive North, Suite 112  
Piscataway, NJ 08854
3. Date of filing/registration in Florida: July 8, 2002
4. Document number: MO2000001780
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Emilio Sarria

Name

3405 West Martin Luther King Jr. Blvd.

Address

Tampa, FL 33607

City, State and Zip

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

Richard Sabra, Esq.

Name

1946 Tyler Street

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

Hollywood, FL 33020

City, State and Zip

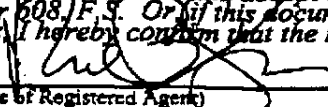
If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida 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)

Sir Domenic Certo

(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)

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

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