

CARLOS A. TRIAY, P.A.

A PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW

SUITE 1110

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CORAL GABLES, FLORIDA 33134

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OF COUNSEL

TELEPHONE (305) 446-4988
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March 15, 2000

M56103

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

400003176454--7
-03/20/00--01122--005
****385.00 ****35.00

RE: STATEMENTS OF CHANGE OF REGISTERED OFFICE/AGENT FOR
CORPORATION

Ladies/Gentlemen:

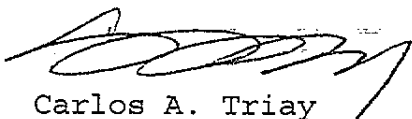
Enclosed please find a Statement of Change of Registered
Office/Agent for the following corporations:

1. Dade Discount Distributors, Inc.
2. Popular Management Corporation
3. Popular Discount, Inc.
4. Quality Discount, Inc.
5. True Discount, Inc.
6. Westland Discount, Inc.
7. Las Villas Discount, Inc.
8. Miller Discount, Inc.
9. Super 47 Discount, Inc.
10. Super Popular Discount, Inc.
11. True Photo, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 AM 10:07

Also enclosed is your fee of \$35.00 for each filing, the total
being \$385.00. Should you have any questions, please contact me.

Very truly yours,



Carlos A. Triay

CAT/ev

LETTERS\CT22

R.A. Charge
NFT 3-29-2000

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 of Florida.

1. The name of the corporation is: SUPER POPULAR DISCOUNT, INC.
2. The mailing address of the corporation is: 7500 NW 69 Avenue Medley FL 33166
3. Date of incorporation/qualification: _____ Document number: M56103
4. The name and address of the current registered agent and office:

ENRIQUE J. DIAZ
7500 NW 69 Avenue
Medley, FL 33166

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 20 AM 10:07

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
CARLOS A. TRIAY, ESQUIRE
999 Ponce de Leon Blvd. #1110
Coral Gables, FL 33134

The street address of its registered office 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 of an officer, chairman or vice chairman of the board)


3-3-2000
(Date)

ENRIQUE J. DIAZ, PRESIDENT

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.


(Signature of Registered Agent) CARLOS A. TRIAY

3-3-2000
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***