



SCHERER COMMERCIAL GROUP INC.

August 16, 2000

Ms. Carol Mustain
Corporate Specialist
Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

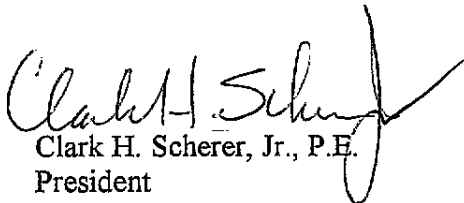
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Dear Ms. Mustain:

In reference to your letter of August 4, 2000 (copy attached), I have enclosed your form to change our registered agent and a check for thirty-five dollars, as requested.

Please note that on our 2000 UBR, we changed our mailing address to P.O. Box 530398, St. Petersburg, FL 33747. This is also reflected on the change of Registered Agent form.

Very Truly Yours,


Clark H. Scherer, Jr., P.E.
President

CHS/rls

enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M88976
RAC
CM
8-24-00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 4, 2000

SCHERER COMMERCIAL GROUP, INC.
4906 CREEKSIDE DR.
STE. #A
CLEARWATER, FL 33760 US

SUBJECT: SCHERER COMMERCIAL GROUP, INC.
Ref. Number: M88976

Our records indicate the registered agent for the above named corporation resigned on July 21, 2000 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (850)-487-6050.

Carol Mustain
Corporate Specialist

**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 : Scherer Commercial Group, Inc.

2. The mailing address of the corporation : P.O. Box 530398
St. Petersburg, FL 33747

3. Date of incorporation/qualification: June 30, 1988 Document number: M88976

4. The name and address of the current registered agent and registered office:

James V. Dickson
150 2nd Avenue North, 17th Floor
St. Petersburg, FL 33701

5. The name and address of the new registered agent (if changed) and /or registered office (if changed):

William K. Scherer
8726 Old CR 54, Suite H
New Port Richie, FL 34653

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.

Clark H. Scherer, Jr.
(Signature of an officer, chairman or vice chairman of the board)

August 16, 2000
(Date)

Clark H. Scherer, Jr., President
(Printed or typed name and title)

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.

William K. Scherer
(Signature of Registered Agent)

August 16, 2000
(Date)

If signing on behalf of an entity:

William K. Scherer
(Typed or Printed Name)

Registered Agent
(Capacity)

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