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4407 Carrollwood Village Drive  
Tampa, Florida 33624  
(813) 961-4732

January 27, 2000

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Florida Department of State  
Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Statement of Change of Registered Office  
and Registered Agent of RAY MANAGEMENT SERVICES, INC.  
Our File No. 00-3044

Dear Sir:

I am enclosing herewith the original Statement of Change of Registered Office and Registered Agent of RAY MANAGEMENT SERVICES, INC., changing the registered agent and address of the registered agent of the Corporation.

Also enclosed is a check payable to the Florida Secretary of State in the amount of \$35.00 for your fee.

Please date stamp the copy of this letter with the date of filing of the Statement of Change and return the same to me in the self-addressed, stamped envelope provided for that purpose.

If there are any difficulties, please give me a call.

Sincerely,

*William A. Wares*

William A. Wares

cc: CSC: The United States Corporation

Enclosure

FILED  
00 FEB - 7  
PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ra chg

CHARTER NO. P00000005185

DATE FILED: January 18, 2000

STATEMENT OF CHANGE OF  
REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is:

Ray Management Services, Inc.

2. The name and street address of its present registered agent is

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

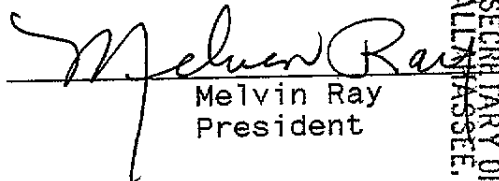
3. The name and street address to which the registered agent is to be changed is

Melvin Ray  
2306 South Gallagher Road  
Dover, Florida 33527

4. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

5. Such change was authorized by resolution duly adopted by its board of directors dated January 27, 2000

DATE: January 27, 2000

  
Melvin Ray  
President

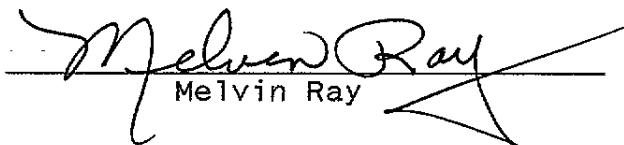
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB -7 PM 3:09

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS BY THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACKNOWLEDGE  
THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF  
REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

DATE: January 27, 2000

  
Melvin Ray

Copy

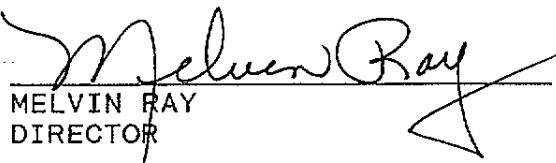
WRITTEN ACTION  
OF THE  
BOARD OF DIRECTORS  
OF  
RAY MANAGEMENT SERVICES, INC.

The undersigned, being all of the Directors of RAY MANAGEMENT SERVICES, INC., finding it inconvenient to assemble in formal meeting, do hereby consent to the adoption and approval of the following resolutions:

Change of Registered Agent and Registered Office

RESOLVED, that the Registered Agent of this Corporation shall be changed from Corporation Service Company to Mel Ray, and that the Registered Office of this Corporation shall be changed from 1201 Hays Street, Tallahassee, Florida 32301 to 2306 South Gallagher Road, Dover, Florida 33527.

DATED: January 27, 2000

  
MELVIN RAY  
DIRECTOR