

P00000022/33

Sent via CERTIFIED U.S. MAIL/RETURN RECEIPT REQUESTED.

August 1, 2000, AD

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

300003366313--6
-08/21/00--01132--016
*****35.00 *****35.00


RE: Resignation as Corporate President/Director.
D & L International Corp., a Florida Corporation

Gentlemen:

Please be advised that effective, August 1, 2000, AD, I am resigning as an President/Director of D & L International Corp., and, from this day on, I disavow any responsibility or liability for the management and operation of this corporation.

Enclosed is an Affidavit of Resignation of Corporate Officer attesting to the above. Please amend your Department's records to reflect my resignation. Thank you for your assistance and cooperation.

Sincerely yours,



Denny Dail
6410 SW 28 Street
Miami, FL 33155-3939

FILED
00 AUG 30 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA charged

TELEMS AUG 30 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 9, 2000

DENNY DAIL
6410 SW 28TH STREET
MIAMI, FL 33155-3939

SUBJECT: D & L INTERNATIONAL CORP.
Ref. Number: P00000022133

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 000A00043011

**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: D8L International Corporation

2. The mailing address of the corporation is: 6410 SW 28 St. Miami, FL 33155

3. Date of incorporation/qualification: 03/03/2000 Document number: P00060022133

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

DENNY DAIL
6410 SW 28 ST.
MIAMI, FL. 33155

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

CLAUDIA LEVY
6410 SW 28 ST.
MIAMI, FL. 33155

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)

08/15/00
(Date)

CLAUDIA LEVY

(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.


(Signature of Registered Agent)

08/15/00
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

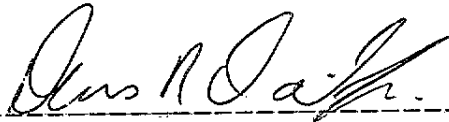
* * * FILING FEE: \$35.00 * * *

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that **D & L International Corporation**, a For-Profit Corporation, organized under the laws of the State of Florida, with its principal place of business at 6410 SW 28 Street, Miami, FL 33155-3939, has named **Claudia Levy** as its registered agent to accept service of process within Florida.

July 31, 2000, AD



Denny Dail
President/Director

Having been named to accept service of process for the above named 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 relative to the proper performance of my duties as registered agent.



Claudia Levy
Registered Agent