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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

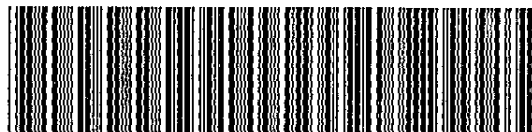
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TALLAHASSEE, FLORIDA

R.O. Change
@ 10/25/04

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Old Masters Gallery, Inc.
(Name of corporation)

DOCUMENT NUMBER: N 1014

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

George Sercey
(Name of contact person)

Old Masters Gallery Inc
(Firm/Company)

8295 Boca Rio Dr.
(Address)

Boca Raton FL 33433
(City/state and zip code)

For further information concerning this matter, please call:

George Sercey at 561 470 9810
(Name of contact person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

**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, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Old Masters Gallery, Inc.
2. The principal office address: 8295 Boca Rton Dr. Boca Raton
FL 33433
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 3/28/2000 Document number: P000000 31075

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: Georgei Sergeev

9458 Harding Ave
Summerville FL 38154

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed): Georgei Sergeev

8295 Boca Rton Dr
Boca Raton FL 33433

(P.O. Box NOT acceptable)

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FLORIDA DEPARTMENT OF STATE

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, or the corporation has been notified in writing of the change.

[Signature] Sergeev President
(Signature of an officer or director) (Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

[Signature] 10/06/2004
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Booke Lorne
(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314