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Estates Lawyer

May 25, 2000

Division of Corporations
POB 6327
Tallahassee, FL 32314

RE: Bellini South, Inc.

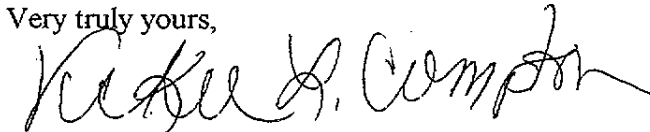
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*****35.00 *****35.00

Dear Sirs:

Please find enclosed a Statement of Change of Registered Office or Registered Agent or Both for Corporations which is completed and forwarded to you together with a check for \$35.00 to affect the change. I have also enclosed a copy of the same so that a stamped copy may be returned to this office in the envelope also enclosed.

If you have any questions, please feel free to contact me.

Very truly yours,



Vickie Compton

/vlc

enclosure

FILED
00 MAY 30 PM 12:28
TALLAHASSEE, FLORIDA

RAIRO
change
spayne

**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: BELLINI SOUTH, INC.
2. The mailing address of the corporation is: 8741 S. Federal Highway, Port St. Lucie, FL 34952
3. Date of incorporation/qualification: 5/11/00 Document number: P00000047209
4. The name and address of the current registered agent and office:

UCC FILING & SEARCH SERVICES, INC.

526 E PARK AVENUE

TALLAHASSEE, FL 32301

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

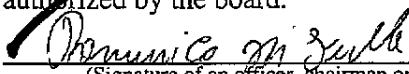
Dominic Difede

2900 Shinnecock Hills Court

Palm City, FL 34990

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)

5/24/00
(Date)

Dominic Difede, 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.


(Signature of Registered Agent)

5/24/00
(Date)

Dominic Difede, Registered Agent

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

FILED
00 MAY 30 PM 12:28
TALLAHASSEE, FLORIDA