

P000000074409

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May 5, 2002

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

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ToDiveFor.Com, Inc.
Document No.: P00000074409

Dear Sir or Madam:

Enclosed, please find a Statement of Change of Registered Agent and Notice of Action Without Meeting of Shareholder for the above-referenced corporation, ToDiveFor.Com, Inc. In addition, I have enclosed a company check in the amount of \$35.00 for the filing fee for the Statement of Change of Registered Agent.

*Returned
Not
Filed
with
SOS.*

Please be advised that ToDiveFor.Com, Inc. has been merged with South Beach Divers, Inc. (Document Number P95000096439). Accordingly, I have been instructed by your Department that filing a Uniform Business Report for 2002 is not necessary. The Articles of Merger and Plan of Merger have been filed contemporaneously with this filing under separate cover.

I trust the foregoing information and enclosures are sufficient. However, please do not hesitate to contact the undersigned with any questions or comments.

Very truly yours,



Armando P. Rubio, Esquire

FILED
02 MAY 13 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED AGENT 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: TODIVEFOR.COM, INC.
2. The mailing address of the corporation: 850 Washington Avenue, Miami Beach, FL 33139
3. Date of Incorporation / Qualification: August 4, 2001 Document Number: P00000074409
4. The name and address of the current registered agent and office:

CARBALLO, JOSEPH A.
2600 DOUGLAS ROAD, SUITE 600
MIAMI, FLORIDA 33131

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

MENENDEZ, CARLOS
850 WASHINGTON AVENUE
MIAMI BEACH, FLORIDA 33139

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.

Carlos Menendez
Carlos Menendez, Vice President and Director

4/16/02
Date

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.

Carlos Menendez
Carlos Menendez, Registered Agent

4/16/02
Date

If signing on behalf of an entity:

(Typed or Printed Name)

Date

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

CR2E045(9/00)

DIVISION OF CORPORATIONS

P.O. Box 6327

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