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September 20, 2000

VIA CERTIFIED MAIL-
RETURN RECEIPT REQUESTED

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

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-09/28/00--01069--004
*****35.00 *****35.00

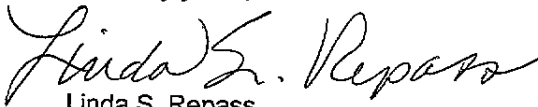
RE: Insurance Group of Central Florida, Inc.
Our File: 1214-1

Dear Ladies/Gentlemen:

Enclosed, please find the original, signed Statement of Change of Registered Office or Registered Agent or Both for Corporations, along with our firm check in the amount of \$35.00 to change the Registered Agent for the above corporation.

If you have any questions or require anything further, please do not hesitate to contact our office. Thank you for your assistance in this matter.

Sincerely yours,



Linda S. Repass
Legal Assistant

l/sr
enclosures

FILED
00 SEP 28 PM 5:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

R.A. Chang

T BROWN OCT - 3 2000

**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: Insurance Group of Central Florida, Inc.

2. The mailing address of the corporation is: 7523 Aloma Avenue, Suite 204, Winter Park,
Florida 32792

3. Date of incorporation/qualification: 09/12/00 Document number: P00000086464

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

UCC FILING & SEARCH SERVICES, INC.

526 EAST PARK AVENUE

TALLAHASSEE, FLORIDA 32301

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

MILLER, SOUTH & DI MASI, P.A.

2699 Lee Road, Suite 120

Winter Park, Florida 32789

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)

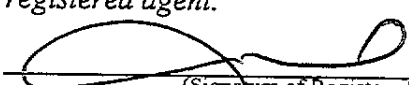
09/12/00
(Date)

JOHNNY W. WILSON

Pres.

(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)

09/12/00
(Date)

If signing on behalf of an entity:

Jeffrey P. Milhausen, Esq.

(Typed or Printed Name)

Partner/Attorney

(Capacity)

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