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ASHLEY SALISBURY****

October 15, 2001

Joseph P. Crescio
Space Coast Underwriters Insurance Agency, Inc.
100 Rialto Place, Suite 450
Melbourne FL 32902-2349

Re: Changing Registered Agent for CAP Insurance Solutions,
Inc.

Dear Mr. Crescio:

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-10/19/01--01042--007

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

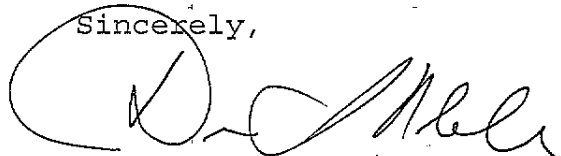
When CAP was formed, we designated Corporation Service Company in Tallahassee as the registered agent. However, there is no need to keep them any longer since you can act as registered agent. Larry suggests that rather than pay their expensive annual registered agent fee which is due now, we can file the enclosed Statement of Change with the State of Florida for a nominal fee.

First, please sign the corporate resolution authorizing the change and have Ms. Adams and Mr. Paulsen sign as well. Please return the signed resolution to me in the enclosed stamped, self-addressed envelope.

Finally, please sign and date the Statement of Change in the two places highlighted and forward it, along with the enclosed check for the filing fee, to the Florida Division of Corporations in the enclosed, pre-addressed Federal Express letter.

If you have any questions, please let me know.

Sincerely,



Diane L. Kleber
Legal Assistant

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1514260020000000 IN NEW YORK
** ALSO ADMITTED IN COLORADO
*** ALSO ADMITTED IN NEW HAMPSHIRE AND CONNECTICUT
**** ADMITTED TO PRACTICE IN NEW YORK ONLY

RA Chang
T. LEWIS OCT 19 2001

**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 : CAP INSURANCE SOLUTIONS, INC.

2. The mailing address of the corporation : 309 Triton Court
Indian Harbour Beach, Florida 32937

3. Date of incorporation/qualification: 11/22/2000 Document number: P00000108887

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

5. The name and address of the new registered agent (if changed) and/or registered office (if changed)
(P. O. Box Not Acceptable)

Joseph P. Crescio
309 Triton Court
Indian Harbour Beach, Florida 32937

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TALLAHASSEE, FLORIDA

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)

10/18/01
(Date)

Joseph P. Crescio, 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)

(Date)

If signing on behalf of an entity:

N/A

N/A

(Typed or Printed Name)

(Capacity)

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

ACTION BY WRITTEN CONSENT
IN LIEU OF A
MEETING OF THE DIRECTORS
OF
CAP INSURANCE SOLUTIONS, INC.,
a Florida corporation

The undersigned Directors of the above-named Corporation state that, pursuant to Section 607.0821 of the Florida Statutes, they consent in writing, to the following action:

1. The undersigned hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

2. This corporate action shall stand in lieu of a Special Meeting of the Directors of the Corporation to be held in accordance with the By-laws of the Corporation.


3. The following resolution is hereby consented to and adopted by the Directors of the Corporation:

RESOLVED, that the Registered Agent and Registered Office of the Corporation shall be changed to:

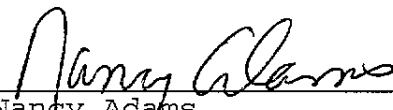
Joseph P. Crescio
309 Triton Court
Indian Harbour Beach, Florida 32937

and that the officers of the Corporation are hereby directed to file a statement of said change with the State of Florida, Division of Corporations.

DATED as of this 10th day of 04, 2001.



Joseph P. Crescio



Nancy Adams



William Paulsen