

LAW OFFICES OF
BARR, MURMAN, TONELLI, SLOTHER & SLEET

201 EAST KENNEDY BOULEVARD
SUITE 1700
POST OFFICE BOX 172669 (33672-0669)
TAMPA, FLORIDA 33602
TELEPHONE (813) 223-3951
FACSIMILE: (813) 229-2254 (813) 209-0214

BILLY R. BARR (OF COUNSEL)
JOHN W. BOULT •
ANNE M. DINAN
GREGORY G. FRAZIER* •
HOWARD D. FRISCHIA
ROLAND O. GUERRA, JR.
JEFFREY S. HUNTER
JOHN J. KANZLACK
MARI-FRANCES KEMP
JOHN J. KOZAK

JAMES A. MURMAN •
JON M. PELLETT
JERRY A. SETCHEL
DANIEL H. SLEET •
T. GREGORY SLOTHER
CLIFFORD L. SOMERS • 8
MICHAEL A. TONELLI •
AMELIA A. WALTON •
ALTON M. WHITE, JR.
JAMES R. WILSON

* Admitted Washington, Washington, D.C. and Florida
† Admitted Georgia and Florida
‡ Admitted Oklahoma and Florida
θ Board Certified Civil Trial Lawyer
• Certified Circuit Court Mediator

E-MAIL awhite@barrmurman.com
INTERNET www.barrmurman.com
TAX I.D. 59-1740815

June 27, 2001

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

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*****38.00 *****35.00

Re: Raging Networks, Inc, and Frank Sound Holding, Inc.

Dear Sir or Madam:

Regarding the above captioned matter, enclosed please find the executed letter of consent from Raging Networks, Inc., and Frank Sound Holdings, Inc., to establish a new registered agent for the above referenced corporations.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,
Alton M. White, Jr.
Alton M. White, Jr.

AMW/jk
Enclosure

FILED
01 JUL 31 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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7-31-01
RACM CM



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 10, 2001

BARR, MURMAN, TONELLI, ET.AL.
% ALTON WHITE, JR.
P.O. BOX 172669
TAMPA, FL 33602

SUBJECT: FRANK SOUND HOLDINGS, INC
Ref. Number: P01000025213

We have received your document for FRANK SOUND HOLDINGS, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 301A00040535

**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 : FRANK SOUND HOLDINGS, INC.

2. The mailing address of the corporation : 5020 W. Cypress Street,
Suite 100, TAMPA, FL 33607

3. Date of incorporation/qualification: 3/9/01 Document number: PO1600028213

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

Alton M. White, Jr
201 E. Kennedy Blvd
TAMPA, FL 33602

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

Gerald Gonzalez
5020 W. Cypress Street, Suite 100
TAMPA, FL 33607

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TALLAHASSEE, FLORIDA
SECRETARY 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.

Gerald Gonzalez
(Signature of an officer, chairman or vice chairman of the board)

7/11/01
(Date)

Gerald C. Gonzalez, 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.

Gerald Gonzalez
(Signature of Registered Agent)

7/11/01
(Date)

If signing on behalf of an entity:

Gerald C. Gonzalez
(Typed or Printed Name)

7/11/01
(Capacity)

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