

P01000027610

ROD RIGUE & ANGELO, P.A.

ATTORNEYS AT LAW

SUNTRUST CENTER, SUITE 850
515 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE: (954) 766-9930
FACSIMILE: (954) 766-9937
www.ra-law.com

MIAMI OFFICE
600 BANCO SANTANDER CENTER
1401 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONE: (305) 350-2300
FACSIMILE: (305) 350-2525

SCOTT W. HOFFMAN, ESQUIRE
swh@ra-law.com

May 24, 2001

VIA U.S. MAIL

Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Partner Marketing, Inc., a Florida corporation (the "Corporation")
Our File No.: 161182/00001

8000004325938--3
-05/29/01--01133--008
*****35.00 *****35.00

To Whom it May Concern:

Please find enclosed check #5251 in the amount of \$35.00 as well as a Statement of Change of Registered Office of Registered Agent for the Corporation.

Please contact me if you have any questions.

Sincerely,


Scott W. Hoffman

no change
6-6-01
PWS

SWH:pbo

Enclosure

FILED
01 MAY 29 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE OF REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

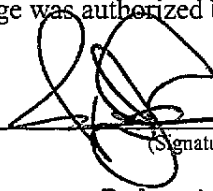
Pursuant to the provisions of section 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Partner Marketing, Inc.
2. The mailing address of the corporation: 6300 NE 1st Avenue, Suite 300, Fort Lauderdale, 33334
3. Date of incorporation/qualification: March 16, 2001 Document number: P01000027610
4. The name and address of the current registered agent and office:
Rodriguez & Angelo, P.A.
333 North New River Drive East, Suite 4000
Fort Lauderdale, Florida 33301
5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P.O. Box Not Acceptable)
Rodriguez & Angelo, P.A.
SunTrust Center, Suite 850
515 East Las Olas Boulevard
Fort Lauderdale, Florida 33301

FILED
01 MAY 29 AM 9:17
SECRETARY OF STATE
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)(Date)

Robert J. Roschman, 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:

(Typed or Printed Name)(Capacity)

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