

PC1000057277

Z Management Corporation  
7000 W. Palmetto Park Road Suite 501  
Boca Raton, Florida 33433

June 5, 2002

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

800005726488--1  
-06/07/02--01071--023  
\*\*\*\*\*78.75 \*\*\*\*\*35.00

Enclosed please find a Statement of Change of Registered Agent as well as Amendment to Articles of Incorporation for Adam Holdings, Inc. Also enclosed is a check for \$78.75 to cover the filing fees.

Please return a certified copy in the enclosed self addressed envelope.

Thank you for your assistance.

Sincerely,

*Mindy Stein*

Mindy Stein  
Director of Operations

FILED  
02 JUN -7 PM 12:10  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*Mindy Stein* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT #4 - RT prior to ch  
DATE *6/14/02*  
FILE EXAM

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

FILED

02 JUN -7 PM 12:10

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: Z Management Corporation (formerly Adam Holdings, Inc.).
2. The mailing address of the corporation: 7000 W. Palmetto Park Road, Suite 501, Boca Raton, Florida 33433.
3. Date of incorporation/qualification: June 5, 2001. Document number: P01000057277.
4. The name address of the current registered agent and office:

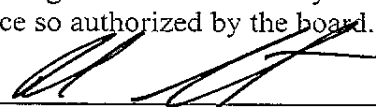
Mindy Stein  
7000 W. Palmetto Park Road Suite 501  
Boca Raton, Florida 33433.

5. The name and address of the new registered agent:

Neil Swartz  
7000 W. Palmetto Park Road Suite 501  
Boca Raton, Florida 33433

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

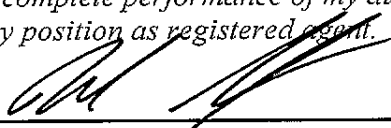
Such changed was authorized by resolution duly adopted by its board of directors or by an office so authorized by the board.

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

June 3, 2002  
(Date)

Neil Swartz, Sole officer and Stockholder  
(Printed or typed name and title)

*Having been named as registered agent and to accept service of process of 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)

June 3, 2002  
(Date)

**FILING FEE: \$35.00**

CR2EO45(9/00)

DIVISION OF CORPORATION

P.O. Box 6327

TALLHASSEE, FL 32314