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WRITER'S DIRECT DIAL:

July 24, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

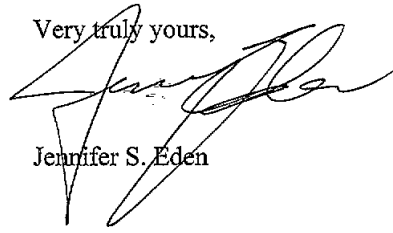
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Re: Statement of Change of Registered Agent
PNB AUTOMOTIVE, INC.

Dear Sir:

Enclosed please find the original of the Statement of Change of Registered Office or Registered Agent or Both for Corporations which has been executed by an officer of the corporation and the registered agent. Also enclosed please find our check in the amount of \$35.00 to cover the filing fee.

Very truly yours,


Jennifer S. Eden

JSE:nc
Enclosures

FILED
02 JUL 29 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA / RO change
@ 8/6/02

**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 : PNB Automotive, Inc.

2. The mailing address of the corporation : 3138 Zaharias Drive
Orlando, Florida 32837

3. Date of incorporation/qualification: 10/03/2001 Document number: P01000096410

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

Jennifer Eden Railey

111 North Orange Avenue, Suite 1200

Orlando, Florida 32801

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

Jennifer S. Eden

390 North Orange Avenue, Suite 600

Orlando, Florida 32801

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 _____)

(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 * * ***