

PD2000057319

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(Address)

(Address)

(City/State/Zip/Phone #)

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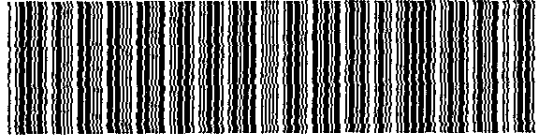
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03 JUL 31 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA/RO change
1a 8/5/03

PEAVYHOUSE & OPP, P.A.

ATTORNEYS AT LAW

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July ²⁹7, 2003

Amendment Section
Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

FILED
03 JUL 31 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: AUSTIN C, INC., a Florida corporation
Document Number P02000057319

Dear Sir/Madam:

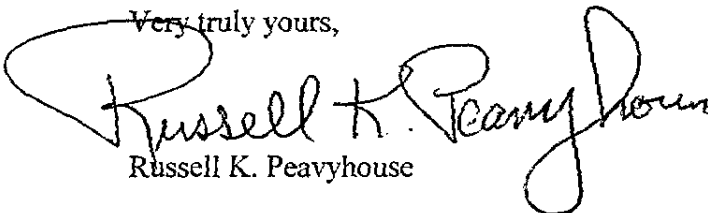
Enclosed herewith are the following:

- Officer/Director Resignation
- Statement of Change of Registered Office and Registered Agent
- Filing Fee Check of \$70 for the two amendments
- Stamped, addressed, return envelope

This is not a normal change of officers and registered agent. This matter arose out of a legal dispute between several entities and as a part of the global settlement, Richard Yarnell sold all of his stock, right, and interest in and to Austin C, Inc. to my clients. As part of the transfer of stock and for the corporate minute book and public records, Mr. Yarnell gave a letter resigning as an officer and director. At that point, my client, W.A. Hayward, became the President and Director and he and his wife, Susan Hayward, the only other director, appointed a new Registered Agent - W.A. Hayward. It is my position that we therefore do not need a Resignation by Registered Agent for your purposes.

If you have any questions concerning this matter, please do not hesitate to contact me or my paralegal, Jan Henderson, by phone (813) 623-3999 or fax (813) 623-1587, or in writing.

Very truly yours,


Russell K. Peavyhouse

:jmh

cc: Mr. W.A. Hayward, President, Austin C, Inc.

**STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT
FOR**

AUSTIN C, INC.

[A Florida For-Profit Corporation]

Document Number P02000057319

Pursuant to the provisions of Florida Statutes, §607.0502, §617.0502, §607.1508, or §617.1508, this Statement of Change is submitted for a corporation organized under the laws of the State of Florida, in order to change its registered office and its registered agent, or both, in the State of Florida.

1. The name of the corporation: **AUSTIN C, INC.**
2. The principal office address: **809 South Albany Avenue
Tampa, FL 33606**
3. The mailing address: **Same**
4. Date of incorporation: **05/21/02 [filed 05/22/02]**

Document Number: **P02000057319**

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TALLAHASSEE, FLORIDA

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

**Richard Yarnell
1104 Islamorada Lane
Tampa, FL 33606**

6. The name and street address of the new registered agent and registered office:

**W.A. Hayward
809 South Albany Avenue
Tampa, FL 33606**

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, or the corporation has been notified in writing of the change.


W.A. HAYWARD, President

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.



Signature of Registered Agent
W.A. HAYWARD

Date: _____

7/1/03

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL, 32314