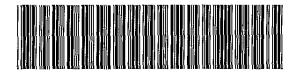
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Law Offices

GEORGE BROWNING III, P.A.

46 N. WASHINGTON BLVD., SUITE 27 SARASOTA, FLORIDA 34236 (941) 366-2782 FAX. (941) 364-9898

December 2, 2002

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

Re: M.D.C. Engineering, Inc.

Enclosed you will find a Check in the amount of \$35.00 to file the Statement of Change of Registered Agent. Also, I have enclosed a Check in the amount of \$6.00 to have confirmation faxed to (941) 364-9898. Thank you.

Very truly yours

George Browning III

Sery Berning

GBIII/sm

Enclosures

Statement of Change of Registered Agent

The undersigned M.D.C. ENGINEERING, INC. files this statement of change with the Secretary of State in accord with F.S. 6 17.0502:

- a. Name of Corporation: M.D.C. ENGINEERING, INC.
- b. Street address of current registered office: 4023A Sawyer Court, Sarasota, FL 34233.
- c. Name of current registered agent: JON R. FORD. JON R. FORD hereby resigns as registered agent.

JON R. FORD

d. Name of new registered agent: DAN DELZER. I hereby consent to my appointment as the registered agent of M.D.C. ENGINEERING, INC.

DAN DELZER

- e. The street address of the corporations registered office and the street address of the business office of the corporate registered agent are 4023A Sawyer Court, Sarasota, FL 34233.
- f. The change of registered agent was authorized by a resolution duly adoped by the shareholders of the Corporation.

JON R. FORD, shareholder

date

DAN DELZER, spareholder

date

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