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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. change

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JUAN A. FIGUEROA P.A., C.P.A.

CERTIFIED PUBLIC ACCOUNTANT

1428 BRICKELL AVENUE, SUITE 206

MIAMI, FLORIDA 33131

TELEPHONE: (305) 448-5844

FAX: (305) 416-4060

EMAIL: juan@jafcpa.com

July 6, 2005

Division of Corporations

PO Box 6327

Tallahassee, FL 32314

MEMBER
AMERICAN INSTITUTE
OF CERTIFIED PUBLIC ACCOUNTANTS
AND
FLORIDA INSTITUTE
OF CERTIFIED PUBLIC ACCOUNTANTS

Re.: Balharbour Union Corp.

Doc Number P04000124851

Dear Agent,

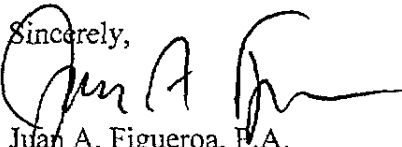
After speaking to one of your Agents, attached please find Change of Registered Agent making the necessary changes. Your Agent also mentioned that I could write a letter requesting the following changes together with Change of Registered Agents, on Items #2 and #3 to read Juan A. Figueroa, 1428 Brickell Avenue, Suite 206, Miami, Florida 33131. Also, please change address only for Simon Masri to read 1428 Brickell Avenue, Suite 206, Miami, Florida, 33131, PD, and change Elias D. Suli's address as well. To 1428 Brickell Avenue, Suite 206, Miami, FL 33131.

I am going to attach the Annual Report for your convenience. The dilemma we had was that both our client's attorney and our company each processed an Annual Report for our client. You first received they attorney's annual report (with no changes) and then ours (with changes). Since the annual reports were duplicated, we filled out necessary paperwork to have our client receive a refund, and you filed the annual report sent in by their attorney (which had no changes).

Our client called us today, requesting that these changes be made *immediately*.

Should you require anything further, please do not hesitate to contact us.

Sincerely,



Juan A. Figueroa, P.A.

Certified Public Accountant

JAF/cb

cc: file

Balharbour Union Corp.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BALHARBOUR UNION CORPORATION
(Name of corporation)

DOCUMENT NUMBER: P04000124851

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JUAN A. FIGUEROA
(Name of contact person)

JUAN A. FIGUEROA, P.A., C.P.A.
(Firm/Company)

1428 Brickell Avenue, Suite 206
(Address)

MIAMI, FLORIDA 33131
(City/state and zip code)

For further information concerning this matter, please call:

JUAN A. FIGUEROA at (305) 448-5844
(Name of contact person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**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, 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 or registered agent, or both, in the State of Florida.

1. The name of the corporation: BALHARBOUR UNION CORPORATION
2. The principal office address: 1428 BRICKELL AVENUE, SUITE 206
MIAMI, FLORIDA 33131
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 08/30/2004 Document number: P040000124851

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

NS CORPORATE SERVICES, INC.

801 BRICKELL AVENUE, SUITE 1580

MIAMI, FLORIDA 33131

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

JUAN A. FIGUEROA


1428 BRICKELL AVENUE, SUITE 206

(P.O. Box NOT acceptable)

MIAMI, FLORIDA 33131

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

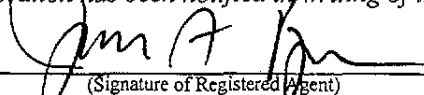
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

x 
(Signature of an officer or director)

SIMON MASRI, PRESIDENT

(Printed or typed name and title)

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.

x 
(Signature of Registered Agent)

x 7/5/05
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

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

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

FILED
05 JUL 11 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA