

PD 5000076758

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(Address)

(Address)

(City/State/Zip/Phone #)

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06 MAR 13 AM 10:40
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IBG Florida, Inc.
(Name of Corporation)

DOCUMENT NUMBER: _____

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:

Robert J. Caputo
(Name of Contact Person)

IBG Florida, Inc.
(Firm/Company)

1622B Donna Road
(Address)

West Palm Beach, FL 33409
(City/State and Zip Code)

For further information concerning this matter, please call:

Matthew McGoldrick at (561) 686-1250
(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 22, 2006

ROBERT J. CAPUTO
IBG FLORIDA, INC.
1622B DONNA ROAD
WEST PALM BEACH, FL 33409

SUBJECT: IBG FLORIDA, INC
Ref. Number: P05000076758

We have received your document for IBG FLORIDA, INC and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Document Specialist

Letter Number: 806A00019440

RECEIVED
06 APR 28 AM 8:00
DIVISION OF CORPORATIONS

**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: IBG Florida, Inc.
2. The principal office address: 1622B Donna Road
West Palm Beach, FL 33409
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 05/25/05 Document number: P05000076758
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Robert J. Caputo

1622B Donna Road

West Palm Beach, FL 33409

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

Robert A. Caputo

9500 SOUTH OCEAN AVE # 1007

(P.O. Box NOT acceptable)

JENSEN BEACH, FL 34957-2330

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06 MAR 13 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature of an officer or director)

Robert J. Caputo - 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.

(Signature of Registered Agent)

(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
CR2E045 (8/05)

**WRITTEN CONSENT
OF
THE SOLE DIRECTOR
OF
IBG FLORIDA, INC.**

WHEREAS, the undersigned, being the sole member of the Board of Directors of IBG Florida, a Florida corporation (the "Company"), do hereby consent to, approve, and adopt the following resolutions:

NOW THEREFORE BE IT:

RESOLVED, that the Company hereby appoints the following officers of the Company, each officer duly authorized to sign documents on behalf of the Company and open banking accounts and sign checks on behalf of the Company:


Matthew McGoldrick Executive Vice President
Robert A. Caputo CHAIRMAN

and be it further

RESOLVED, the Company hereby elects to change its status from a C corporation to an S corporation; and be it further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further instruments, certificates, undertakings and documents, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable in order to carry into effect the purpose and intent of any and all of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the 22nd day of December 2005.


Robert J. Caputo