

Williams Reed Weinstein  
Schifino & Mangione P.A.  
attorneys at law

V. Stephen Cohen  
David S. Jennis  
Ralph P. Mangione  
Aminie Mohip  
R. Marshall Rainey  
James M. Reed  
Ricardo A. Roig

P93000012762

October 2, 1997

John A. Schifino  
William J. Schifino, Jr.  
Scott I. Steady  
Kenneth G. Turkel  
David B. Weinstein  
Robert V. Williams

Secretary of State  
Division of Corporations  
Corporate Charter Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

300002319743--4  
-10/14/97--01029--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Fusco Incorporated

Dear Sir/Madam:

Attached are an original and one copy of the Change of Registered Office and Registered Agent of the above mentioned corporation. Please file the Change and return a date-stamped copy to our office. Enclosed is our check in the amount of \$35.00 in payment of the filing fee.

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,

*Aminie Mohip*

Terry Ryan, Legal Secretary to  
Aminie Mohip

Enclosure

WLW0D1C8

FILED  
97OCT 14 PM 12:00  
TALLAHASSEE, FLORIDA


12  
f, a Change  
10-16 97

**CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT  
OF  
FUSCO INCORPORATED**

Fusco Incorporated, hereby submits to the Department of State, State of Florida, the following change of its registered office and its registered agent in accordance with Florida Statute §607.0502:

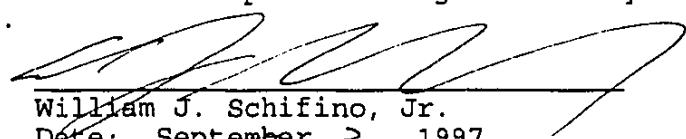
1. The name of the corporation is Fusco Incorporated. The date of incorporation was March 4, 1993, evidenced by document number P93000012762.
2. The street address of the present registered office is 100 South Ashley Drive, Suite 1190, Tampa, Florida 33602.
3. The street address to which the registered office is to be changed is One Tampa City Center, Suite 2600, Tampa, Florida 33602.
4. The name of the corporation's present registered agent is Michael R. Carey.
5. The name of the corporation's successor registered agent is William J. Schifino, Jr.
6. The street address of the corporation's registered office and the street address of the business office of this corporation's registered agent, as changed, will be identical.
7. The change of registered office and registered agent was authorized by Resolution duly adopted by the corporation's Board of Directors.

Dated and Effective: *October*  
*September 2*, 1997.

  
Lauro Madaglia  
Title: Director and President

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED registered agent and to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the all statutes relative to the proper and complete performance of my duties and accept the obligation of my position as registered agent.

  
William J. Schifino, Jr.  
Date: *October*  
*September 2*, 1997

FILED  
97 OCT 14 PM 12:00  
TALLAHASSEE, FLORIDA