

Antonio Faga
Counselor at Law

475 Twelfth Avenue South
Naples, Florida 34102
941 • 403 • 9500
Fax 941 • 403 • 9505

P93000086817

September 28, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

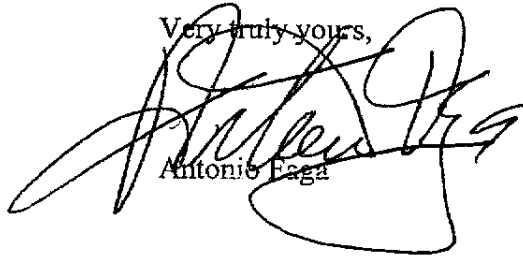
Re: Metcalfe Fine Art, Inc.

Gentlemen:

I enclose the original executed Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above-captioned corporation. I also enclose my firm's check in the amount of \$35.00 for the filing fee. Please forward me a confirmation of the filing of the above document.

If you have any questions, please feel free to contact me.

Very truly yours,


Antonio Faga

AF/tls

Enclosures

cc: John Clapper, III, Esquire

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 15 AM 10:39

FILED

475 Twelfth Avenue South
Naples, Florida 34102
941 • 403 • 9500
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 6, 1999

ANTONIO FAGA, ESQ.
375 12TH AVE., SOUTH
NAPLES, FL 34102

SUBJECT: METCALFE FINE ART, INC.
Ref. Number: P93000086817

We have received your document for METCALFE FINE ART, 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):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

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) 487-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 599A00048563

RECEIVED
99 OCT 15 AM 10:39
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, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Metcalf Fine Art, Inc.

2. The mailing address of the corporation is: 8111 Bay Colony Drive
Naples, FL 33963

3. Date of incorporation/qualification: 12/20/93 Document number: P9300086817

4. The name and address of the current registered agent and office:

John Clapper, III, Esquire

3003 Tamiami Trail North, Ste. 270

Naples, FL 33940

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

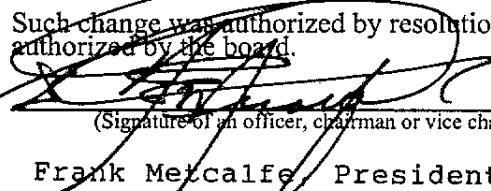
Antonio Faga, Esquire

375 Twelfth Avenue South

Naples, FL 34102

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.

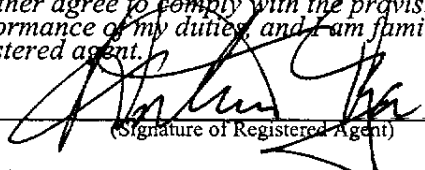

(Signature of an officer, chairman or vice chairman of the board)

Frank Metcalfe President

(Printed or typed name and title)

9/28/99
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.


(Signature of Registered Agent)

9/28/99
(Date)

If signing on behalf of an entity:

Antonio Faga, Attorney at Law

(Typed or Printed Name)

(Capacity)

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

FILED
OCT 15 AM 10:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE