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11 E. Chase Street
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(410) 539-5370
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Date:

4/14/97

To:

Secretary of State, Clerk

From:

Paulla Loder
CorpAssist - DC
1090 Vermont Avenue, NW #910
Washington, DC 20005
800-438-2996

Re:

Change of Registered Agent Filing

Enclosed please find the change of agent filing for the following companies in your state:

- ① SIP of Orlando Inc.
- ② MDR Health Club, Inc.
- ③ MDR Health Club Limited Partnership
- ④ Orlando Marketplace Limited Partnership
- ⑤ Shoppes Limited Partnership

Please file this change and return acknowledgment to me in the enclosed self-addressed, stamped envelope.

If there are any problems, please call me as soon as possible at 800-438-2996.

Thank you.

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-04/18/97--01054--001
****175.00 *****35.00

Handwritten signature and initials

Florida Department of State, Jim Smith, Secretary of State

**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 Florida.

1a. The name of the corporation is: _____
SIP of Orlando Inc.

1b. Date of incorporation: January 1, 1994 Document number 7-111111-1111

2. The name and address of the current registered agent and office:
Thomas D. Morbitzer

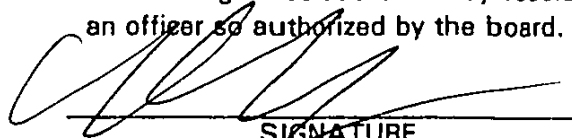
668 N. Orlando Avenue, #105, Maitland, Fl 32751

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent 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
APRIL 3, 1997
DATE

MICHAEL D. RUBIN, PRESIDENT
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED 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 ALL STATUTES RELATIVE TO THE PROPER AND COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By: Paula Loebe
(Registered Agent)

DATE 4/11/97