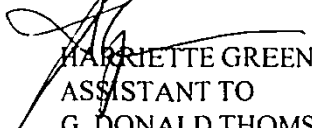


P94000051477
MEMORANDUM

To: SECRETARY OF STATE, DIVISION OF CORPORATIONS
From: G. DONALD THOMSON
Date: March 7, 1997
Re: ARBORETUM CORPORATION

ENCLOSED PLEASE FIND A STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS TOGETHER WITH CHECK #1623 IN THE AMOUNT OF \$35.00.


HARRIETTE GREENE
ASSISTANT TO
G. DONALD THOMSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. DONALD THOMSON, P.A.
BONITA BAY EXECUTIVE CENTER II
3461 BONITA BAY BLVD.
SUITE 204
BONITA SPRINGS, FL 34134
TEL. (941) 498-6222
FAX. (941) 498-6225

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: ARBORETUM CORPORATION

2. The mailing address of the corporation is: 9200 Bonita Beach Road, Suite 110A Bonita Springs, FL 34135

3. Date of incorporation/qualification: 7/12/94 Document number: P94000051477

4. The name and address of the current registered agent and office: William Rosenthal 4071 Williams Road Estero FL 33928

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) William Rosenthal 9200 Bonita Beach Road, Suite 110A Bonita Springs, FL 34135

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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: William S. Rosenthal Date: March 5, 1997

William Rosenthal Secretary (Printed or typed name and title)

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: William Rosenthal Date: March 5, 1997

If signing on behalf of an entity:

William Rosenthal Secretary (Typed or Printed Name) (Capacity)