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REPLY TO:

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P94000065576

April 15, 1997

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

100002148001--6
-04/18/97--01090--002
*****35.00 *****35.00

Re: VISTA Research & Trading, Inc.

Ladies & Gentlemen:

Enclosed please find VISTA's Statement of Change of Registered Office or Registered Agent or Both for Corporations, together with our check in the amount of \$35.00 to cover the filing fee. We would appreciate your acknowledging receipt of same by stamping the date of filing on this letter and returning it to us in the enclosed envelope.

Thank you for your attention to this. Should you have any questions, or require any additional information, please do not hesitate to contact us.

Yours very truly,

Gwen Braman

Gwen Braman, Legal Assistant for
J. David Gallagher, Esquire

/gb
Enclosures

PA Change

4/24/97

Dr

FILED
97 APR 18 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra Mortham, 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 of Florida.

1. The name of the Corporation is VISTA RESEARCH & TRADING, INC.
- 1b. The mailing address of the Corporation: 8103 Camino Real, Suite C-409, S. Miami, Florida 33143.

1c. Date of incorporation: 09/06/94 Document number: P94000065576

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

Antonio R. Menendez
150 W. Flagler Street, Suite 2200
Miami, FL 33130

3. The name and address of the new registered agent and office: (P.O. Box or Acceptance)

J. David Gallagher
First Union Center, Suite 1450
100 South Ashley Drive
Tampa, FL 33602

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97 APR 18 PM 12:39
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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.

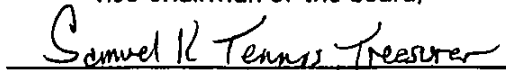
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



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

3/27/97

(Date)



(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)

4-9-97

(Date)