

CROTTY & BARTLETT, P.A.
1800 W. INTERNATIONAL SPEEDWAY BOULEVEARD
BUILDING 2, SUITE 201
DAYTONA BEACH, FLORIDA 32114

Laurence H. Bartlett
Kathleen L. Crotty
Michael D. Crotty

Phone: 904-254-6907
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March 26, 2001

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

800003923728--6
-03/28/01--01051--021
****185.00 *****35.00

RE: Bellows Falls Investment, Inc.

Dear Sir or Madam:

Enclosed please find the 2001 Uniform Business Report and a Statement of Change of Registered Office or Registered Agent or Both for Corporations. Also enclosed please find check number 17153 in the amount of \$185.00 for the Profit Annual Report fee and the Change of Registered Agent fee.

Should you have any questions, please call me. Thank you for your assistance.

Sincerely,

April

April Wolf
Assistant to
KATHLEEN L. CROTTY

Enclosures

FILED
01 MAR 28 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NA Change
T. LEWIS APR 2 2001

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 617.1508, 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: BELLOWS FALLS INVESTMENT, INC.
2. The mailing address of the corporation: 125 N. Ridgewood avenue
2nd FLOOR
DAYTONA BEACH, FLORIDA 32114
3. Date of incorporation/qualification: 11/15/1994
Document number: P94000083359
4. The name and address of the current registered agent and office:

Kathleen L. Crotty
125 N. Ridgewood Avenue
Second Floor
Daytona Beach, Florida 32114
5. The name and address of the new registered agent (if changed) and/or registered office (if changed):

Kathleen L. Crotty
1800 West International Speedway Blvd., Building 2, Suite 201
Daytona Beach, Florida 32114

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

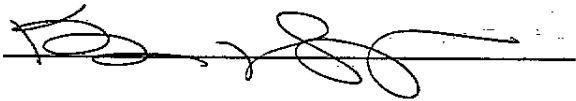
Such change was authorized by resolution duly adopted by its Board of Directors or by an officer so authorized by the Board.


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

3/26/01
(Date)

Kathleen L. Crotty - 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.


Kathleen L. Crotty
(Printed or typed name)

3/26/01
(Date)