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P94000083503

March 10, 1998

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

100002458381--G
-03/16/98--01100--016
*****35.00 *****35.00

RE: Cooper's of Collier County, Inc.

Dear Reader:

Enclosed please find an original Statement of Change of Registered Office and Registered Agent regarding the above-referenced corporation. Upon receipt of same, kindly file in your normal manner. Our check in the amount of \$35.00 is enclosed to cover your fee for same.

If you should have any questions or comments, please do not hesitate to contact this office.

Thank you for your attention and consideration.

Very truly yours,

Karen Leeper

Karen Leeper
Secretary to David E. Leigh

/enclosures

FILED
98 MAR 16 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA. change

See 3/19

CHARTER NO: P94000083503
DATE FILED: February 24, 1998

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: COOPER'S OF COLLIER COUNTY, INC.

2. The name and address of its present registered agent is:

Ruston J. Cooper
610 Weber Blvd., S.
Naples, Florida 34117

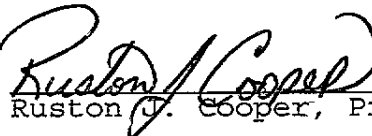
3. The name and street address to which its registered agent is to be changed is:

John Ludlam
14091 Cedar Dale
Fort Myers, Florida 33905

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

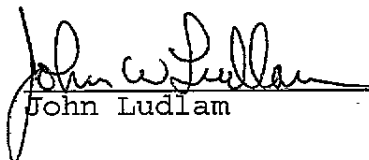
5. Such change was authorized by resolution duly adopted by its Board of Directors or by an Officer of the corporation so authorized by the Board of Directors.

Date: March 1, 1998


Ruston J. Cooper, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNED 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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Date: March 1, 1998


John Ludlam

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA