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ROZENCWAIG & GRANOFF
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
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MIAMI, FLORIDA 33131

LESLIE ALAN ROZENCWAIG, P.A.
LOREN S. GRANOFF, P.A.

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July 30, 1998

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PERSONAL & CONFIDENTIAL

Secretary of State
Division of Corporations
Neil Kirkman Building
Tallahassee, Florida 32301

RE: Our Client File Number 686 (g)

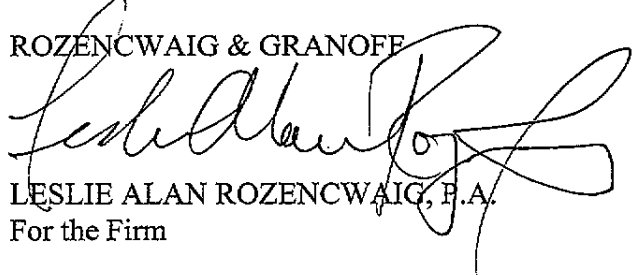
Dear Sir/Madam:

Enclosed please find the original Statement of Change of Registered Office and Registered Agent form in connection with Manzolillo Investments, Inc. Also enclosed is a check in the amount of \$35.00, representing the filing fee.

Should you have any questions or require anything further, please do not hesitate to contact me.

Cordially,

ROZENCWAIG & GRANOFF


LESLIE ALAN ROZENCWAIG, P.A.
For the Firm

LAR/amc
Enclosures
1/686
reg.agent.ltr

FILED
98 AUG -5 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LA DG
KRS
8-6

Charter No. _____

Date Filed _____

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: MANZOLILLO INVESTMENTS, INC.

2. The name and address of its present registered agent is:
DETLEF ARNO ROEBER
9780 N.W. 29th Street
Miami, Florida 33172

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)
ROZENCWAIG & GRANOFF
One S.E. Third Ave., Ste. 960
Miami, Florida 33131

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.

FILED
98 AUG -5 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DETLEF ARNO ROEBER, PRESIDENT Signature *Detlef Arno Roerber*
(Typed or printed name and title) (President or Vice President)

Date SUB / 27 / 1998

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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name LESLIE ALAN ROZENCWAIG, P.A.
Signature *Leslie Alan Rozencwaig*
(Agent)

Date _____