

P95000008376

BAKER & MCKENZIE

EUROPE MIDDLE EAST

ALMATY MADRID
AMSTERDAM MILAN
BARCELONA MOSCOW
BERLIN MUNICH
BRUSSELS PARIS
BUDAPEST PRAGUE
CAIRO RIYADH
FRANKFURT ROME
GENEVA ST. PETERSBURG
KIEV STOCKHOLM
LAUSANNE WARSAW
LONDON ZURICH

ASIA PACIFIC

BANGKOK
BEIJING
HANOI
HO CHI MINH CITY
HONG KONG
MANILA
MELBOURNE
SINGAPORE
SYDNEY
TAIPEI
TOKYO

ATTORNEYS AT LAW

SUITE 1600
BARNETT TOWER
701 BRICKELL AVENUE
MIAMI, FLORIDA 33131-2827
TELEPHONE (305) 789-8900
CABLE ABOGADOMIA · TELEX 592386
FACSIMILE (305) 789-8953

NORTH AND SOUTH AMERICA

BOGOTA MEXICO CITY SAN FRANCISCO
BRASILIA MIAMI SANTIAGO
BUENOS AIRES MONTERREY SAO PAULO
CARACAS NEW YORK TIJUANA
CHICAGO PALO ALTO TORONTO
DALLAS RIO DE JANEIRO VALENCIA
JUAREZ SAN DIEGO WASHINGTON D.C.

JONATHAN H. (JASON) WARNER
(305) 789-8980
E-Mail: Jason.Warner@Bakernet.com

July 21, 1997

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sheppard Foodservice, Inc.
Appointment of New Registered Agent

300002248423--9
-07/25/97--01113--010
*****35.00 *****35.00

Dear Sir or Madam:

Enclose please find Statement of Change of Registered Office and Registered Agent for the above Florida corporation, along with Acceptance of Appointment by the new registered agent. The check of Sun City Administrative Co., the above corporation's parent company, in the amount of \$35 is enclosed as the filing fee for this document.

Please contact the undersigned by telephone or telefax if you have any questions regarding this filing.

Sincerely,


Jonathan H. (Jason) Warner
JHW/

FILED
97 JUL 25 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change
LFT
8-5-97

FILED

97 JUL 25 AM 7:55

STATEMENT OF CHANGE OF REGISTERED
OFFICE AND REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sheppard Foodservice, Inc., a Florida corporation, hereby files this statement of change of registered office and registered agent, and states as follows:

First, the name of the corporation is Sheppard Foodservice, Inc.

Second, the street address of its current registered office is 701 Brickell Avenue, Suite 1600, Miami, Florida, 33131.

Third, the street address of its new registered office is 5545 N.W. 35th Avenue, #15, Ft. Lauderdale, FL 33309.

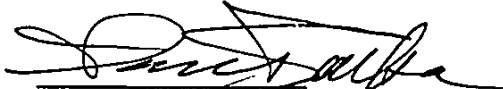
Fourth, the name of its current registered agent is Jonathan H. Warner.

Fifth, the name of its new registered agent is Saul Zalka, and his consent to such appointment is attached.

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

Seventh, the foregoing change was authorized by resolution duly adopted by its board of directors.

The undersigned has executed this Statement of Change of Registered Office and Registered Agent this 4 day of July, 1997.



Saul Zalka, President
Sheppard Foodservice, Inc.

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 607.0502, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of SHEPPARD FOODSERVICE, INC., and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office at the address specified below.

The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Date:

7/14/97

A handwritten signature in black ink, appearing to read "Saul Zalka", written over a horizontal line.

Saul Zalka