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Secretary of State
Division of Corporations
409 East Gaines Street
"The Old Jail"
Tallahassee, Florida 32301

800004588678--7
-09/14/01--01057--003
*****35.00 *****35.00

RE: SPG, Inc.

Dear Sir or Madam:

Enclosed please find the "Statement of Change of Registered Office and Registered Agent" to be filed with your office as it pertains to the above-referenced corporation.

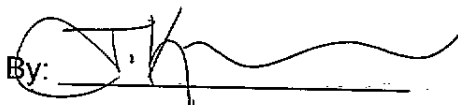
I have enclosed my check in the amount of \$35.00.

I would appreciate receiving confirmation from your office that the registered office and registered agent has been changed.

Thanking you in advance for your assistance on this matter.

Very truly yours,

SPG INC
1150 COLLINS AVE #501
MIAMI FL 33139

By: 
JOEL KRAUTHEIM
PRESIDENT
SPG INC.

FILED
01 SEP 14 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

R.A. Change

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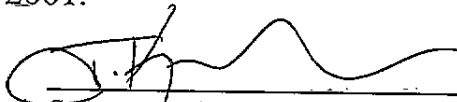
**Statement of Change of Registered Office
and Registered Agent**

Pursuant to the provisions of Sections 607.034 and 607.037, 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 **SPG, Inc.**
2. The name and address of its present registered agent is:
Marc L. Barbakoff, Esq.
2450 N.E. Miami Gardens Drive
Second Floor
Miami, Florida 33180
3. The name and address to which its registered agent is to be changed is:
JOEL KRAUTHEIM
1150 COLLINS AVE #501
MIAMI BEACH FL 33139
4. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
5. Such change was authorized by resolution duly adopted by its board of directors.

FILED
01 SEP 14 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated 9/9 2001.



Signature (President or Vice President)
JOEL KRAUTHEIM

Print Name

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



Signature (Registered Agent)