

P95000062185

GRUMER & LEVIN, P.A.

ATTORNEYS AT LAW  
ONE EAST BROWARD BOULEVARD  
SUITE 1705  
FORT LAUDERDALE, FLORIDA 33301  
BROWARD (954) 713-2700  
DADE (305) 682-8225  
TELEFAX (954) 713-2713

AVENTURA OFFICE  
BY APPOINTMENT:

20801 BISCAYNE BOULEVARD  
SUITE 420  
AVENTURA, FLORIDA 33180

KEITH T. GRUMER  
MICHAEL D. LEVIN  
ROWENA D. REICH

February 2, 1998

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

100002422411--4  
-02/05/98--01060--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

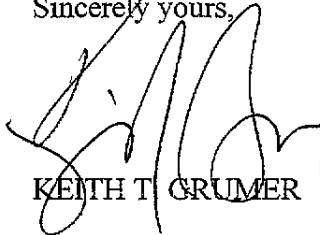
Re: **Yadel Holding Company, Inc.**  
**Victoria Villa, Inc.**

Dear Sirs:

Enclosed please find a Statement of Change of Registered Office and Registered Agent for the above referenced corporations. Please provide this office with a receipt in the self addressed stamped envelope is provided.

Thank you for your courtesy and consideration to this matter. Should you have any further questions or comments, please do not hesitate to contact me. I remain,

Sincerely yours,

  
KEITH T. GRUMER

FILED  
98 FEB -5 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KTG:kag  
cc: Lucie Eichler

PA Change

ALL FEB 6 1998

Florida Department of State, Sandra B. Mortham, Secretary of State

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

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, 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.

1a. The name of the corporation is: YADEL HOLDING COMPANY, INC.

1b. The mailing address of the corporation is : 5151 S.W. 61st Avenue Davie, FL 33314

1c. Date of incorporation: 8-11-95 Document number: P95000062185

2. The name and address of the current registered agent and office:

Benjamin R. Metsch
19 West Flagler Street, Suite 416
Miami, Fla. 33130

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

Keith T. Grumer, Esq.
One East Broward Blvd., Suite 1705
Ft. Lauderdale, FL 33301

FILED
98 FEB -5 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 or vice chairman of the board)

1/23/98
(Date)

Lucie Eichler
(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.

(Signature of Registered Agent)

1/15/98
(Date)

Keith T. Grumer
(Typed or Printed Name)

KEITH T. GRUMER, ESQ.
GRUMER & LEVIN, P.A.
ONE EAST BROWARD BLVD.
SUITE 1705
FORT LAUDERDALE, FL 33301
Attorney/Registered Agent
(Capacity)

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