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FLORIDA DIVISION OF CORPORATIONS
RECEIVED ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS

FROM: ADORNO & ZEDER, P.A.
CONTACT: JUSTIN T. WILSON
PHONE: (305) 860-7098

NAME: HP AMERICA, INC.
AUDIT NUMBER:H97000011490
DOC TYPE:REGISTERED AGENT CHANGE
CERT. OF STATUS: 0
CERT. COPIES:0

PAGES: 1
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Florida Department of State, Jim Smith, 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: HP America, Inc.
- 1b. Date of incorporation 9/18/95 Document number P95000072059
2. The name and address of the current registered agent and office:
Richard M. Spector
9350 S. Dixie Highway, Suite 1220, Miami, FL 33156
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
A Z Registered Agent Corporation
2601 S. Bayshore Dr., Suite 1600, Miami, FL 33133

The street address of its registered agent 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.

X Blanca Santos
SIGNATURE

Blanca Santos, Secretary
Typed or printed name and title

July 14, 1997

DATE

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.

A Z REGISTERED AGENT CORPORATION

SIGNATURE BY: Justin T. Wilson
(Registered Agent)
Justin T. Wilson, Secretary

DATE July 14, 1997

This item prepared by:
Justin T. Wilson
2601 S. Bayshore Dr.
Suite 1600
Miami, FL 33133

CR2E045 (7-91)

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