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July 31, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/03/98--01103--010
*****87.50 *****87.50

ATTN: AMENDMENT SECTION

Re: Statement of Change of Registered Agent

Ladies and Gentlemen:

Please file the enclosed Statement of Change of Registered Agent on behalf of HP America, Inc. Also enclosed is a check payable to the Florida Department of State in the amount of \$87.50, representing the State's fee.

To evidence receipt of this filing, please return a date stamped copy of the enclosed copy of this letter in the self addressed stamped envelope provided for your convenience.

Should you have any questions or comments, please call the undersigned.

Sincerely,

BROAD AND CASSEL

Anna Salgado
Anna Salgado
Legal Assistant

Enclosures

cc: Kathleen L. Deutsch, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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PACU

Florida Department of State, Secretary of State

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

Pursuant to the provisions of sections 607.0502, 617.1508, 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 that corporation is: HP America, Inc.

1b. The mailing address of the corporation is: 9350 South Dixie Highway, Suite 1220
Miami, Florida 33156

1c. Date of incorporation: 09/18/95 Document number: P95000072059

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

A Z Registered Agent Corporation
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133

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

B & C Corporate Services, Inc.
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131

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.

Blanca Santos

(Signature of an officer, chairman or
vice chairman of the board)

July 24, 1998

(Date)

Blanca Santos, Secretary

(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.

B & C Corporate Services, Inc.

By: Anna Salgado

Anna Salgado, Vice President

July 9, 1998

(Date)