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August 5, 1997

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

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-08/07/97--01037--010
*****35.00 *****35.00

RE: APR Financial Corp.

Dear Sir/Madam:

Enclosed is a Statement of Change of Registered Office and Registered Agent for filing with the Florida Department of State, along with our check in the amount of \$35.00 as payment of the requisite filing fee. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

Elaine M. Petrillo

Elaine M. Petrillo
Legal Assistant

/emp
Encl.

RA Chg.

VS AUG 18 1997

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, 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: APR Financial Corp.
2. The name and address of its present registered agent is: Luis Ziegenhirt, 3900 East 10th Court, Hialeah, Florida 33013.
3. The name and street address to which its registered agent is to be changed is:

Francis A. Anania, Esq.
Anania, Bandklayder & Blackwell, P.A.
One International Place, Suite 3300
100 S.E. Second Street
Miami, Florida 33131

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

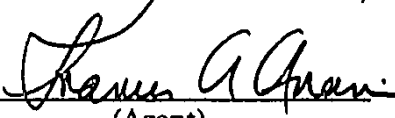
Luis Ziegenhirt, President
(Typed or printed name and title)

Signature 
(President or Vice President)

Date 7/29/97

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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Printed/Typed Name: Francis A. Anania, Esq.

Signature: 
(Agent)

Date: July 23, 1997

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TALLAHASSEE FLORIDA