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August 28, 1998

* ALSO ADMITTED IN NEW YORK
** ALSO ADMITTED IN COLORADO

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

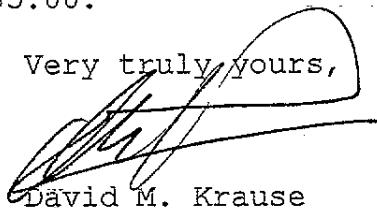
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*****35.00 *****35.00

RE: CINDAL CORPORATION

Gentlemen:

Enclosed please the Statement of Change of Registered Office and Agent for the above-named corporation together with our check for the filing fee of \$35.00.

Very truly yours,


David M. Krause

DMK/lal

Enclosure(s)
H:\WP\DATA\KRAUSE\LORI\CSC

FILED
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TALLAHASSEE, FLORIDA

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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.

1. The name of the corporation is: Cindal Corporation

2. The mailing address of the corporation is: 7148 S.W. 8 Street, Miami, FL 33144

3. Date of incorporation/qualification: April 17, 1996 Document number: P96-33763

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

Dalton Wong

7148 S.W. 8 Street

Miami, FL 33144

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

Tendis Sanchez

200 S.W. 113 Avenue, Unit #204

Miami, FL 33174

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)

8/14/98
(Date)

Dalton Wong, President

(Printed or typed name and title)

(Date)

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)

8/25/98
(Date)

If signing on behalf of an entity:

Tendis Sanchez

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***