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**Berger
Davis &
Singer**
man
Professional Association

100 N.E. Third Avenue Suite 400
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FILED
98 OCT 15 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 12, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-10/15/98--01056--007
*****35.00 *****35.00

**Re: Tropical Pharmacy, Inc.
Change of Registered Agent and Registered Office
Our File No. 5104.001**


Dear Sir or Madam:

Enclosed is an executed Certificate of Change of Registered Office and Registered Agent of Tropical Pharmacy, Inc. Please record the change of Registered Agent and the Registered Office in accordance with the Certificate.

Also enclosed is a check for \$35.00 for filing the Certificate.

Sincerely,

BERGER DAVIS & SINGERMAN


Robin L. Goldston
Paralegal

Enc.

cc: Mr. Charles Greenhouse
Mr. Steven Dubberly
Nick Jovanovich, Esq.
Ron Santini, C.P.A.

RA Chg.
VS
10-19-98

**CERTIFICATE OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT OF
TROPICAL PHARMACY, INC.**

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Tropical Pharmacy, Inc., pursuant to Section 607.0502 of the Florida Statutes, hereby changes its Registered Office and Agent as follows:

1. The name of the corporation is Tropical Pharmacy, Inc.
2. The street address of its present Registered Office is 1975 E. Sunrise Boulevard, #629, Fort Lauderdale, Florida, 33304.
3. The street address to which the Registered Office is to be changed is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301.
4. The name of the present Registered Agent is Ken Chase.
5. The name of the new Registered Agent is Nick Jovanovich.
6. The street address of the new Registered Office and the street address of the business office of the new Registered Agent is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301.
7. That such change was authorized by Resolution duly adopted by its Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate the 8th day of August, 1998.

TROPICAL PHARMACY, INC.

By: _____

CHARLES GREENHOUSE

Co-President

By: _____

STEVEN DUBBERLY

Co-President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as Registered Agent of TROPICAL PHARMACY, INC., as made in the foregoing Certificate of Change of Registered Office and Registered Agent, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the Registered Agent of TROPICAL PHARMACY, INC.


NICK JOVANOVIH