

LAW OFFICES
STEPHEN A. WAYNER
PROFESSIONAL ASSOCIATION

STEPHEN A. WAYNER
—
OF COUNSEL
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January 11, 2000

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

800003097618--9
-01/13/00-01054-019
****192.50 *****35.00

In Re: Shere Confections, Inc.

To Whom It May Concern:

I am enclosing a check in the amount of \$192.50 which should cover the filing of the following documents which are enclosed herein:

- Resignation of Officer/Director Ronald P. Erick
- Resignation of Officer/Director Sherry A. Erick
- Resignation of Registered Agent
- Statement of Change of Registered Office or Agent or Both

If there is any other documentation you may need please immediately contact me at the above address. I also need a 2000 business report form to be sent to me for the above corporation.

Thank you,



Stephen A. Wayner

SAW/art

enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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200
1-13-00

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

Pursuant to the provisions of section 607.0502, 616.0102, 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 agent or registered office, or both, in the State of Florida.

1. The name of the corporation is: SHERE CONFECTIONS, INC..
2. The mailing address of the corporation is: 13100 S.W. 105TH Ave., Miami, Florida 33176
3. Date of incorporation/qualification: 06/06/96 Document number: P96000048635
4. The name and address of the current registered agent and office: Ronald P. Erick
11285 S.W. 153rd Place, Miami, Florida 33196
5. The name and address of the new registered agent and office: Stephen A. Wayner
4601 Ponce De Leon Blvd., Suite 310, Coral Gables, Florida 33146

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.

Victor Grande
Victor Grande, President
Victor Grande Pres
(Printed or typed name and title)

12/8/99
(Date)

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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]
(Signature of Registered Agent)

12/10/99
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)