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October 13, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
Room 2001, The Capitol
Tallahassee, FL 32301

800002321128--9
-10/15/97--01086--006
*****35.00 *****35.00

Re: 57th Service Station, Inc.

Dear Sir/Madam:

Please find enclosed the Statement of Change of the Registered Office and Registered Agent of the above captioned corporation. Also enclosed is a check payable to your order in the sum of \$35.00 to cover the cost of filing the change. Will you please acknowledge your receipt of the change and if possible return a compute print-out reflecting the revised information.

As usual, thanks for your prompt and efficient service.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

cc: client

FILED
97 OCT 15 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten notes: 10/17, 10/17, 10/17

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 607.034 and 607.037, 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 or registered agent, or both, in the State of Florida.

First: The name of the corporation is 57th Service Station, Inc.

Second: The address of its present registered agent is 5695 West Flagler Street, Miami, Florida 33134.

Third: The address to which its registered agent is to be changed is 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134.

Fourth: The name of its present registered agent is Jose Passariello.

Fifth: The name of its successor registered agent is Alan E. Greenfield, Esq.

Sixth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

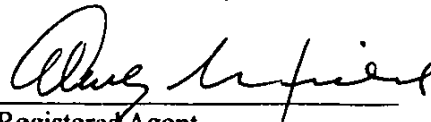
Seventh: Such change was authorized by resolution duly adopted by its board of directors.

Dated this 13th day of October, 1997.

57TH SERVICE STATION, INC.

By: 
President

Dated: October 13, 1997


Registered Agent

Dated: October 13, 1997

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TALLAHASSEE, FLORIDA