

Local Offices
Lamont & Neiman, P.A.

896000072894

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Reply To: Miami Office

January 7, 1997

Secretary of State of Florida
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

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-01/14/97--01093--004
*****35.00 *****35.00

Re: Medrano Holdings, Inc.

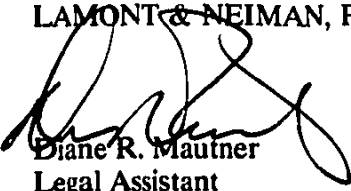
Gentlemen:

Enclosed, for filing, please find a Statement of Change of Registered Office/Agent with regard to the above-captioned Florida corporation.

Enclosed is our cost check of \$35.00. Please return to us a stamped file copy of the filed Statement of Change of Registered Office/Agent. A pre-addressed stamped envelope is attached.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Mautner
Legal Assistant
enc.

FILED
97 JAN 14 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 1/21
RA Ch.

Florida Department of State, Jim Smith, Secretary of State

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

Pursuant to the provisions of section 607.0502 or 607.1508, 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: MEDRANO HOLDINGS, INC.

1a. Date of incorporation September 3, 1996 Document number P96000072894

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

Filings, Inc., 3732 N.W. 16th Street, Fort Lauderdale, Florida

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

Lamont & Neiman, P.A., One Biscayne Tower, #3550

Two South Biscayne Boulevard, Miami, Florida 33131

The street address of its registered agent 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

Raphael Medrano
(name and title) Raphael Medrano
President

DATE

1/7/97

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.

SIGNATURE

Jan S. Neiman, P.A.
(Registered Agent)
Jan S. Neiman, Secretary

DATE

1/7/97

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