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December 17, 1997

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

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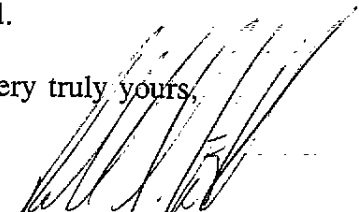
Re: Change of registered agent for Simhar Co., Inc.

Dear Ladies and Gentlemen:

Enclosed herewith please find a statement of change of registered office or registered agent for Simhar Co., Inc. Also enclosed please find the filing fee of \$35.00.

I thank you in advance for your assistance with this filing. If you are in need of any additional information please contact the undersigned.

Very truly yours,


Russell S. Simonetta, Esquire

RSS/cev
Enclosure

cc: Henry Simonetta, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 PM 4:05

R-A Change
01-02-98
CC

**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.

1a. The name of the corporation is: SIMHAR CO., INC.

1b. The mailing address of the corporation is : 3012 Wister Cir.
Valrico, FL 33594

1c. Date of incorporation: January 14, 1997 Document number: P97000003738

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

C.S.C. Corp.

P.O. Box 13397

Philadelphia, PA 19101-3397

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

Henry J. Simonetta, Jr.

3012 Wister Cir.

Valrico, FL 33594

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.

Henry J. Simonetta Jr. - President 12-14-97
(Signature of an officer, chairman or vice chairman of the board) (Date)

Henry J. Simonetta Jr. - President
(Printed or typed name and title)

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.

Henry J. Simonetta Jr. 12-14-97
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

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