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TELEPHONE
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REPLY TO:

February 5, 1997

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

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-02/11/97--01021--017
*****35.00 *****35.00

RE: Statement of Change of Registered Office and
Registered Agent
STOP-N-SPEND, INC.
Our File No.: 9843

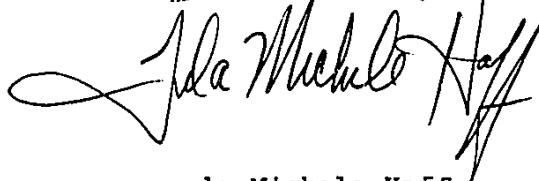
Dear Secretary of State:

Attached you will find an original and one copy of the Statement of Change of Registered Office and Registered Agent to be filed with your office. Also enclosed you will find our firm check in the amount of \$35.00 to cover the filing fee for this document. Please file the Statement of Change of Registered Office and Registered Agent and return one stamped copy of the same to my office upon completion. I have also enclosed a postage prepaid/self-addressed envelope for your convenient return of the certified copy of same.

If you have any questions, please feel free to contact my office.

Very truly yours,

WADDELL & READY, P.A.



Tula Michele Haff
Attorney at Law

TMH/db

Enclosures

cc: Stop-N-Spend, Inc.
Corporation Service Company

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RA Ch

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TALLAHASSEE, FLORIDA

Charter No.

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Date Filed January 15, 1997

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, 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 and registered agent in the State of Florida.

1. The name of the corporation is: STOP-N-SPEND, INC.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

FILED
JAN 15 1997
TALLAHASSEE, FLORIDA

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Salwa Y. (Sally) Bradley

102 N. Berkley Road

Auburndale, Florida 33823

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Salwa Y. (Sally) Bradley, President
(Typed or printed name and title)

Signature

Salwa Y. Bradley

(President or Vice President)

Date 02/05/97

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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Salwa Y. (Sally) Bradley

Signature

(Agent)

Salwa Y. Bradley

Date 02/05/97