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City/State/Zip

800002362668--4

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<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
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12-10-97

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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: Sloppy Joe's  
America, Inc.

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

CSC THE UNITED STATES CORPORATION COMPANY  
1201 Hays Street  
Tallahassee, Florida 32301

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

Michael Halpern  
209 Duval Street  
Key West, FL 33040

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.

Michael Halpern, Pres.  
(Typed or printed name and title)

Signature \_\_\_\_\_

(President or Vice President)

Date November 26, 1997

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 Michael Halpern

Signature \_\_\_\_\_

(Agent)

Date November 26, 1997

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