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R O M A N & R O M A N

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October 27, 1997

Florida Secretary of State
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 32314

Re: Change of Registered Office and Registered Agent
Document No. : P97000009227

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-10/29/97-01050-011
*****35.00 *****35.00

Dear Sirs:

Enclosed please find a Statement of Change of Registered Office and Registered Agent for GB TECHNOLOGIES, INC., changing the Registered Agent from Corporation Service Company to Roman & Roman. Also enclosed please find a check in the amount of \$35.00 to cover the cost of filing same. Please confirm the filing of the Statement of Change on the additional copy which is enclosed and return the same to me.

If you have any questions regarding this please call me. Thank you for your attention to this matter.

Very truly yours,


ROMAN & ROMAN


Thomas A. Roman

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FILED
97 OCT 29 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


10/31

R.A. Change

Charter No. P97000009227
Date Filed: January 29, 1997

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

FILED
97 OCT 29 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 GB TECHNOLOGIES, INC..
2. The name and address of its present registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.
3. The name and street address to which its registered agent is to be changed is Roman & Roman, 2196 Main Street, Suite L, Dunedin, FL 34698.
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.

Dated this 10 day of October, 1997.

GB TECHNOLOGIES, INC.

By: [Signature]
Name: Stephen L. Bennett
Title: President/Director

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.

ROMAN & ROMAN

By: [Signature]
Name: Thomas A. Roman
Title: President

Date: 10/15/97

Filing Fee - \$35.00