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625 COURT STREET
P.O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(813) 441-8966 FAX (813) 442-8470

IN REPLY REFER TO

April 1, 1998

Clearwater

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-04/16/98--01061--014
*****35.00 *****35.00

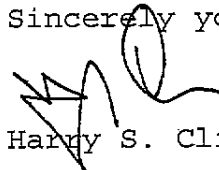
Re: REQUIEM INVESTMENTS, INC.

Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Agent for the above corporation together with our check in the amount of \$35.00 in payment of the required filing fee. Please send confirmation of such filing to the attention of the undersigned at your earliest convenience.

If you have any questions, please do not hesitate to contact my office.

Sincerely yours,



Harry S. Cline

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Enclosures

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98 APR 16 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change

See 4/21

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

PURSUANT to the provisions of §§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: REQUIEM INVESTMENTS, INC.

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

J. NELSON FLINT
1230 S. Myrtle Avenue
Suite 203
Clearwater, FL 33756

3. The name and street address to which its registered office is to be changed is: (POST OFFICE BOX NOT ACCEPTABLE)

HARRY S. CLINE
Macfarlane Ferguson & McMullen
625 Court Street
Suite 200
Clearwater, FL 33756

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.

REQUIEM INVESTMENTS, INC.

By: J. Nelson Flint

Title: Sec. Treasurer

Date: 4/6/98

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 §607.0505, FLORIDA STATUTES.

HARRY S. CLINE

Date: 4-6-98

FILED
98 APR 16 PM 2:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE