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BOCA RATON, FLORIDA 33432

FLORIDA & NEW YORK BARS

407 - 394 - 2321

P97.0000 3 3786

April 29, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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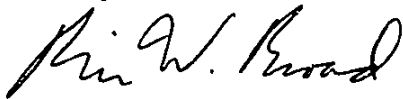-05/02/97--01090--002
*****35.00 *****35.00

Re: Cantor's Optical Solution, Inc.
     Change of Registered Agent/Office

Dear Sir or Madam:

Enclosed please find a Certificate Designating Change Of Registered Agent and Office, together with a check in the amount of $35.00 as the filing fee, submitted on behalf of the above referenced Corporation.

Should you have any questions concerning this matter, please do not hesitate to call. Thank you for your cooperation in this matter.

Sincerely,

Brian W. Broad

BWB/sm
97-512/ltrchgrg
Enclosures; Check No. 2710
cc: Cantor's Optical Solution, Inc.

97 MAY -2 PH 12: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

R. A. Charge
5-8-97

CERTIFICATE DESIGNATING CHANGE
OF
REGISTERED AGENT

In compliance with section 607.0501, Florida Statutes, the following is submitted:

1. Name of the Corporation is Cantor's Optical Solution, Inc.

2. Street address of the current Registered Office is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311.

3. Name of the current Registered Agent is Filings, Inc.

4. Name of the successor Registered Agent is David Cantor.

5. Street address of the new Registered Office is

   Lakeside Shoppes, B-8
   5859 W. Atlantic Avenue
   Delray Beach, Florida 33484.

6. Such change of Registered Agent and Registered Office was authorized by an Officer of the Corporation, so authorized by the Board of Directors.

   Signature _____

   Title _____President_____

   Date _____4/28/97_____

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: ___4/28/97___ _____
David Cantor

97-512/chgregis