



International Inc.

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Canada L4B 1H7  
Tel. (905) 764-1555  
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P97000036119

December 3, 1997

Sent by Mail

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -8 AM 10:53

Dear Sir/Madam:

RE: Statement of Change of Registered Agent for  
Targa Marketing Group, Inc.

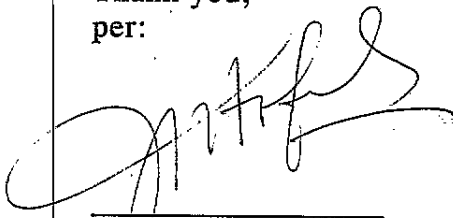
Kindly find enclosed a cheque in the amount of \$35.00 to cover the fee of filing a change of agent for the above captioned corporation. Enclosed you will find all documentation necessary for this filing.

Please send a copy of this filing to the following address:

TARGA MARKETING GROUP, INC.  
1201 Hays Street  
Tallahassee, FL 32301

000002365750--5  
-12/08/97--01113--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Thank you,  
per:

  
Paul Emm

RA Change  
12-12-97  
CC

Florida Department of State, Sandra B. Mortham, Secretary of State

\*\*\* FILING FEE: \$35.00 \*\*\*

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: TARGA MARKETING GROUP U.S.A. INC.
2. The mailing address of the corporation is: 1201 Hays Street, Tallahassee, FL 32301
3. Date of incorporation/qualification: April 22, 1997 Document number: P97000036119
4. The name and address of the current registered agent and office:

Corporation Service Company  
1201 Hays Street, Tallahassee, FL 32301

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Shantell Elkins  
2263 N.E. 164th Street  
North Miami Beach, FL 33160

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

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

Paul Emm  
 (Signature of an officer, chairman or vice chairman of the board)

November 17, 1997  
 (Date)

Paul Emm, President  
 (Printed or typed name and title)

November 17, 1997  
 (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

\* Shantell Elkins  
 (Signature of Registered Agent)

November 17, 1997  
 (Date)

Shantell Elkins  
 If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

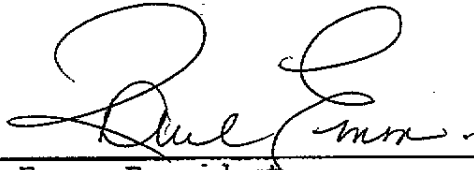
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**RESOLUTION OF THE DIRECTOR  
OF  
TARGA MARKETING GROUP U.S.A. INC.**

**REPLACEMENT OF REGISTERED CORPORATE AGENT**

**RESOLVED** that the annexed approving replacement of the Registered Corporate Agent be and the same is hereby approved.

The undersigned, being all of the Directors of the Corporation, hereby sign the foregoing resolution this 17th day of November, 1997.

  
\_\_\_\_\_  
Paul Emm - President