

**DUKE
MULLIN &
GALLOWAY, P.A.**

TRIAL LAWYERS AND COUNSELORS

1700 EAST LAS OLAS BOULEVARD • PH-1
FORT LAUDERDALE, FLORIDA 33301

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P97000038918

KARRIE BAYLES
DIRECT EXTENSION No. 106
OUR FILE No. 1077.2

February 20, 1998

Secretary of State
Amendments Division
P.O. Box 6327
Tallahassee, FL 33314

700002442627--5
-02/27/98-01061-009
*****35.00 *****35.00

Re: ETI Communications, Inc. - Change of Registered Agent

Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent along with a check for \$35.00 for filing. Please process at your earliest convenience and return the acknowledgment to me in enclosed, self-addressed and stamped envelope. If you have any questions, please feel free to call me at any time.

Sincerely,

Karrie Bayles

Karrie Bayles

FILED
98 MAR 26 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change

See 3/2/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1998

KARRIE BAYLES
DUKE MULLIN & GALLOWAY, P.A.
17000 E. OLAS BLVD., PENTHOUSE 1
FORT LAUDERDALE, FL 33301

SUBJECT: ETI COMMUNICATIONS, INC.
Ref. Number: P97000038918

We have received your document for ETI COMMUNICATIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a statement that the street address of the registered office and the street address of the business office of its registered agent, as changed, will be identical.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation").

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 698A00011575

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KARRIE BAYLES
DIRECT EXTENSION NO. 106
OUR FILE NO. 1077.2

March 24, 1998

VIA FEDERAL EXPRESS

Ms. Teresa Brown
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: ETI Communications, Inc. - Change of Registered Agent

Dear Ms. Brown:

Enclosed please find a Statement of Change of Registered Office and Registered Agent which has been revised pursuant to your letter dated March 3, 1998, a copy of which is also enclosed. Please process at your earliest convenience and return the acknowledgment to me in enclosed, self-addressed and stamped envelope. If you have any questions, please feel free to call me at any time.

Sincerely,

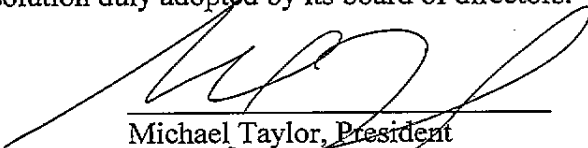
Karrie Bayles

Karrie Bayles
Paralegal

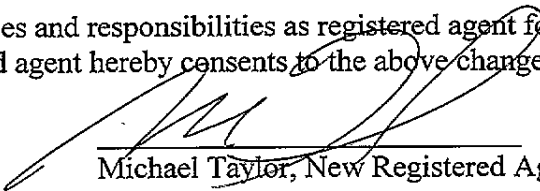
**STATEMENT OF CHANGE OF
REGISTERED OFFICE AND REGISTERED AGENT**

FILED
98 MAR 26 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


1. The name of the Corporation is ETI Communications, Inc.
2. The address, including street and number, of it present registered office as shown in the records of the Department of State of the State of Florida prior to filing this statement is 415 Coral Way, Fort Lauderdale, Florida 33301.
3. The address, including street and number, to which its registered office is to be changed is 2300 E. Las Olas Boulevard, Penthouse, Fort Lauderdale, Florida 33301.
4. The street address of the registered office and the street address of the business office of its registered agent, as changed, will be identical.
5. The name of its present registered agent, as shown in the records of the Department of State of the State of Florida, prior to filing this statement is Loretta Schatkun.
6. The name of its new registered agent is Michael Taylor. The new agent's written consent is set forth below.
7. Such change was authorized by resolution duly adopted by its board of directors.


Michael Taylor, President

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation. The undersigned new registered agent hereby consents to the above change.


Michael Taylor, New Registered Agent

Sworn to and subscribed before me on March 23, 1998.


Notary Public, Broward County,
Florida

My Commission Expires:

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