

LEVINE, FRANK, EDGAR & TELEPMAN

A Professional Association of Attorneys

Jay Steven Levine - Also admitted to practice in Washington, D.C.

Jeffrey H. Frank

Charles W. Edgar, III

James S. Telepmann

Robert A. Schaeffer

August 29, 1997

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

700002283087--4

-09/02/97--01165--002

*****35.00 *****35.00

RE: GPC, Inc. change of Registered Agent, Registered
Office, and Principal Place of Business

Gentlemen:

I have enclosed the completed and signed Statement of Change of Registered Office or Registered Agent or Both for Corporations form for GPC, Inc., a Florida corporation. By submittal of this executed form to you, the registered agent and office for GPC, Inc. has been changed as provided in section 5 of the said form.

Please also note that the principal place of business and office of GPC, Inc. is also changed as follows:

Damaris Y. Garcia, Esquire
Weiss & Hernandez, P.A.
4360 Northlake Boulevard, Suite 106
Palm Beach Gardens, FL 33410.

I have also enclosed my law firm's check #2447 payable to the Florida Department of State for \$35.00, representing the filing fee for this matter.

Please contact my legal assistant, Lynda Brodsky, if you have any questions or require any additional materials.

Sincerely,

Robert A. Schaeffer

Robert A. Schaeffer

RAS/llb

c:\wp51\gpc-inc\sos.ltr

Enclosures

cc: Damaris Y. Garcia, Esquire

INTERNET: <http://www.icanect.net/~jh4938>

PALM BEACH GARDENS: 3300 PGA Boulevard, Suite 500 Palm Beach Gardens, Florida 33410-2884 (561) 626-4700 Fax: (561) 627-9479
VERO BEACH: 1901 25th Street Vero Beach, Florida 32960 (561) 626-4700 Fax: (561) 627-9479

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

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: GPC, Inc.

2. The mailing address of the corporation is: c/o Robert A. Schaeffer, Esq.: Levine, Frank, Edgar & Telepman, P.A., 3300 PGA Blvd., Ste. 500, Palm Beach Gardens, FL 33410

3. Date of incorporation/qualification: June 5, 1997 Document number: P97000049816

4. The name and address of the current registered agent and office:

Robert A. Schaeffer, Esquire

Levine, Frank, Edgar & Telepman, P.A.
3300 PGA Blvd., Ste. 500, Palm Beach Gardens, FL 33410

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

Damaris Y. Garcia, Esquire
Weiss & Hernandez, P.A., 4360 Northlake Blvd., Ste. 106
Palm Beach Gardens, FL 33410

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.

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

8-27-97
(Date)

Patrick Camus, President
(Printed or typed name and title)

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.

Damaris Y. Garcia
(Signature of Registered Agent)

8/27/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)