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May 9, 2001

Via Federal Express

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-05/21/01--01107--006
*****35.00 *****35.00

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Morgenthau & Associates, Inc. - Statement of Change of Registered
Office and Notice of Change of Principal Address and Mailing Address

Ladies and Gentlemen:

Enclosed please find for immediate filing Statement of Change of Address of Registered Office for the above reference company, along with a check in the amount of \$35.00, payable to the Florida Department of State, to remit payment for the applicable filing fees.

Please date stamp the enclosed extra copy of the Change of Address and Registered Office and return it to: William Jacques, Esq., 210 West Pennsylvania Avenue, Suite 400, Towson, Maryland 21204, in the self addressed stamped envelope provided for your convenience.

Please note that the Company's new Principal Address and Mailing Address is: One Financial Plaza, Suite 2504, 100 S.E. 3rd Avenue, Fort Lauderdale, Florida 33394.

Please do not hesitate to contact me if you have any questions. Thank you for your attention to this matter.

Very truly yours,

William D. Jacques

*RD Change
5-30-01
WJS*

WDJ:cms

Enclosures
225817

FILED
01 MAY 21 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 : Morgenthau & Associates, Inc.
2. The mailing address of the corporation : One Financial Plaza, Suite 2504, 100 S.E. 3rd Avenue
Fort Lauderdale, Florida 33309
3. Date of incorporation/qualification: 06/06/97 Document number: P97000050425
4. The name and address of the current registered agent and office:

Richard M. Andzel

3333 W. Commercial Boulevard, Suite 201
Fort Lauderdale, Florida 33309

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

Richard M. Andzel

One Financial Plaza, Suite 2504, 100 S.E. 3rd Avenue
Fort Lauderdale, Florida 33394

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.

Anthony R. Morgenthau
(Signature of an officer, chairman or vice chairman of the board)

5-14-01
(Date)

Anthony R. Morgenthau, 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.

RM Andzel
(Signature of Registered Agent)

5/11/01
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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