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*Also Admitted in New York and Colorado
*Certified Circuit Court Mediator
**Master of Laws in Taxation; CPA
**Board Certified in Wills, Trusts & Estates

July 15, 1998

Mr. William B. Blackburn
Encore Vehicles, Inc.
1600 Sunshine Drive
Clearwater, Florida 33765

RE: Encore Vehicles, Inc.

FILED
98 AUG 13 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

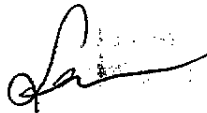
Dear Bill:

I enclose herewith Statement of Change of Registered Office or Registered Agent or Both for Corporations, changing the registered office and agent for Encore of Clearwater, Inc.

Please sign on the space provided and forward to Divisions of Corporations, Post Office Box 6327, Tallahassee, Florida, 32314, together with a check in the amount of \$35.

If you have any questions, please give me a call.

Sincerely,



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****35.00 ****35.00

LEONARD H. JOHNSON

LHJ/vlc
Enclosure

RA Change
8-19-98
CC

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: Encore Vehicles, Inc.

2. The mailing address of the corporation is: 1600 Sunshine Drive
Clearwater, FL 33765

3. Date of incorporation/qualification: 6/16/97 Document number: P97000053212

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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

Leonard H. Johnson
37837 Meridian Ave., Suite 314
Dade City, FL 33525

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.

William B. Blackburn
(Signature of an officer, chairman or vice chairman of the board)

8/3/98
(Date)

William B. Blackburn, Director
(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.

Leonard H. Johnson
(Signature of Registered Agent)

7/15/98
(Date)

Leonard H. Johnson
If signing on behalf of an entity:
(Typed or Printed Name) (Capacity)

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