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SECRETARY OF STATE
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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Continental Group Inc.

500002625695--3

-08/26/98--01080--004

*****70.00 *****35.00

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
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**STATEMENT OF CHANGE OF
REGISTERED AGENT AND REGISTERED OFFICE OF
THE CONTINENTAL GROUP, INC.**

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Pursuant to the provisions of Sections 607.0502 and 607.1508 of the Florida Business Corporation Act, The Continental Group, Inc., a Florida corporation (the "Corporation") submits the following statement in order to change its registered office and registered agent in the State of Florida.

1. The name of the Corporation is The Continental Group, Inc.
2. The mailing address of the Corporation is 2950 N. 28th Terrace, Hollywood, Florida 33029.
3. The Corporation was incorporated June 18, 1997 under Document Number P97000054008.
4. The name and address of the current registered agent and office is:


Ms. Carroll Kelly
Richman, Greer, Weil, et al
201 South Biscayne Boulevard
Tenth Floor
Miami, Florida 33131
5. The name and address of the new registered agent and office is:

Richard E. Schatz
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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

Such change was authorized by resolution duly adopted by the Corporation's Board of Directors on August 3, 1998.

THE CONTINENTAL GROUP, INC.

By: 
Name: RICHARD STRUNIN
Title: PRESIDENT

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

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.

Dated: _____, 1998


Richard E. Schatz, Registered Agent