

CDS

INTERNATIONAL HOLDINGS, INC.

June 1, 2002

FL Department of State
Division of Corporation
P.O.Box 6327
Tallahassee, FL 32314

Re: Enclosed change of Registered Agent

200005752862--0
-06/11/02--01026--001
*****655.00 *****35.00

To Whom It May Concern:

Enclosed herewith, please find the above referenced forms for the following Florida entities:

CDR Medical Associates, Ltd.
Square One Partners, Ltd.
Mallory Development, Ltd.
Linton Partners, Ltd.
Atlantic Center, Ltd.
CDR Atlantic Plaza, Ltd.
Atlantic Center, Inc.
Hassler Consortium, Inc.
JLD Real Estate, Inc.
Delray Historic, Inc.
Linton, Inc.

Briarwood Holdings, Inc.
CDS International Holdings, Inc.
CDR Restaurants, LLC
Brasserie La Cigale, LLC
CDS International Realty, LLC
CDS Corporate, LLC
DHP Publishers, LLC
CDS Group Holdings, LLC
CD Financial, LLC
CDS Retail, LLC

Also enclosed, please find a check for \$655.00 payable to the Florida Secretary of State.

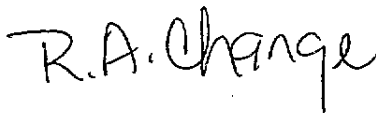
Should you have any questions, please advise.

Sincerely,



W. H. Milmo
Manager

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02 JUN 10 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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**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 : Delray Historic, Inc.

2. The mailing address of the corporation : c/o CDS International Holdings, Inc.,
400 E. Linton Blvd., #G-3, Delray Beach, FL 33483

3. Date of incorporation/qualification: 6-24-97 Document number: P97000055264

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

Charles E. Muller, II, Esq.
9350 South Dixie Highway, Suite 1550
Miami, FL 33156

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

Frank J. Bennardo, Esq.
Bennardo & Bennardo
1860 N.W. Boca Raton Blvd.
Boca Raton, FL 33432

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

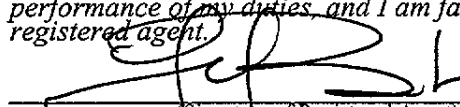
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


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

6/5/2002
(Date)

William H. Milmo, Sec'ty/Treas.
(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.


(Signature of Registered Agent)

June 3, 2002
(Date)

If signing on behalf of an entity:

Frank J. Bennardo
(Typed or Printed Name)

Attorney
(Capacity)

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