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July 16, 1997

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Bent Oak Golf Resort, Inc.
Our File No.: JHE-6214

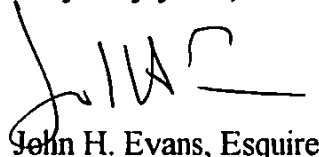
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*****35.00 *****35.00

Dear Sirs:

Enclosed please find a Statement of Change of Registered Office or
Registered Agent or Both for Corporations, together with a check for \$35.00.

Please contact this office if you have any questions or comments.

Very truly yours,


John H. Evans, Esquire

JHE/ts

Enclosures

cc: Mr. Robert Carson

FILED
97 JUL 21 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JW 7/23

R.A. Change

Florida Department of State, Jim Smith, 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.

1a. The name of the corporation is: Bent Oak Golf Resort, Inc.

1b. Date of incorporation July 8, 1997 Document number 797000059452

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

C T Corporation System

1200 S. Pine Island Road, Plantation, FL 33324

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

JOHN H. EVANS, ESQUIRE

1702 S. WASHINGTON AVENUE, TITUSVILLE, FL 32780

The street address of its registered agent 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.

Terry Fine
SIGNATURE
7-9-97
DATE

TERRY FINE, DIRECTOR

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 BY: [Signature]

(Registered Agent)

DATE 7-9-97

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314