

LAW OFFICES

ROGER M. POMERANCE, P.A.

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August 13, 1997

Division of Corporations
Amendments Dept.
PO Box 6327
Tallahassee, FL 32314

RE: INSITE PLUS II, INC.
Document #P97000067661

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-08/18/97--01069--023
*****35.00 *****35.00

Dear Madame or Sir:

Please be advised that our office represents INSITE PLUS, II, INC., a Florida corporation, in connection with the filing of the enclosed Statement of Change of Registered Office or Registered Agent or Both for Corporations ("Statement of Change"). Enclosed please find the Statement of Change and the company's check in the amount of \$35.00 made payable to "Department of State" representing the filing fee for the Statement of Change.

Should you have any questions regarding the enclosed, please feel free to contact the undersigned.

Very truly yours,

Lorri J. Kolbert-Klein, Esq.

enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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8-18-97
2 P

**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: INSITE PLUS II, INC.

1b. The mailing address of the corporation is : 5703 Coco Palm Drive, Tamarac, FL 33319

1c. Date of incorporation: 08/05/97 Document number: P97000057661

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

CORPORATE ACCESS, INC.

1116-D Thomasville Road

Mount Vernon

Tallahassee, FL 32303

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

ROGER M. POMERANCE, P.A.

1900 Corporate Blvd. NW, Suite 201E East Building

Boca Raton, FL 33431

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.

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

8/12/97
(Date)

STEPHEN GILCHICK, 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.

ROGER M. POMERANCE, P.A.

BY: Lorri J. Kolbert Klein
(Signature of Registered Agent)

LORRI J. KOLBERT KLEIN, ESQ.
If signing on behalf of an entity:

Lorri J. Kolbert Klein, Esq.
(Typed or Printed Name)

Attorney
(Capacity)

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

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA