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October 22, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Statement of Change of Registered Office and/or
Registered Agent of Old Friends, Inc.

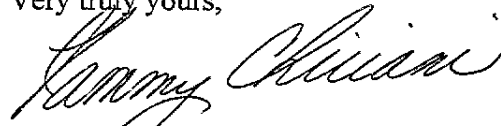
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-10/24/97--01115--019
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the original and one (1) Copy of the Change of Registered Office and/or Registered Agent for the referenced Corporation. Also please find a check in the amount of \$35.00 to cover the filing fee.

Kindly return the copy of this change document after you have stamped it in the enclosed self-addressed, stamped envelope.

Very truly yours,



Tammy Chiriani
Legal Assistant

Enclosures

FILED
97 OCT 24 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dae
10/28

R.A. Change

**CHANGE OF REGISTERED OFFICE
AND/OR REGISTERED AGENT**

Name of Corporation: Old Friends, Inc.

Present registered office (before change):
3732 N.W. 16th Street
Fort Lauderdale, Florida 33311

New registered office:
1209 Edgewater Drive
Orlando, Florida 32804

Present registered agent (before change):
Filings, Inc.

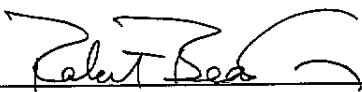
New registered agent:
Robert G. Beaumont

I hereby certify that the street address of the registered office and the street address of the business office of the registered agent of the above corporation are identical.

I further certify that the above change of registered office and/or registered agent has been authorized by resolution duly adopted by the Board of Directors of Old Friends, Inc.

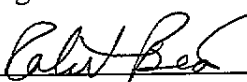
Date: August 28, 1997

OLD FRIENDS, INC.

By: 
Robert G. Beaumont, President

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the Florida Statutes relative to keeping open the registered office.


Robert G. Beaumont
Registered Agent

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97 OCT 24 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA