

P97000075376

Out A Mind, Inc.
121 Alhambra Plaza
Penthouse I, Suite 1600
Coral Gables, Florida 33134

September 16, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/30/02--01026--007
*****35.00 *****35.00

Re: Document No. P97000075376

Dear Madam or Sir:

Enclosed please find a "Statement of Change of Registered Agent and Office" and a fee in the amount of Thirty-Five Dollars and no cents (\$35.00) we are submitting for filing.

In addition, we would like to request your assistance in updating our mailing address. Our previous letter gave the address incompletely as "Penthouse I". The address should read:

Principal Address of Corporation: 121 Alhambra Plaza
Penthouse I, Suite 1600
Coral Gables, FL 33134

Mailing Address of Corporation: 121 Alhambra Plaza
Penthouse I, Suite 1600
Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

If you have any further questions regarding this matter please contact Robert Hunter at 305-476-2619.

Very truly yours,

M. Noël Connors, Treasurer

R.A. Change

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**STATEMENT OF CHANGE OF REGISTERED AGENT AND OFFICE
FOR CORPORATIONS**

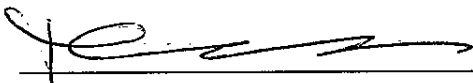
Pursuant to the provisions of sections 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the state of Florida submits the following statement in order to change its registered agent and office in the State of Florida.

1. The name of the corporation is: Out A Mind, Inc.
2. The mailing address of the corporation is: 121 Alhambra Plaza, PH I, Suite 1600
Coral Gables, FL 33134
3. Date of incorporation/qualification: 08/29/1997
Document number: P97000075376
4. The name and address of the current registered agent and office:
Rentz, R. Larry
1000 Brickell Avenue, Suite 1200, Miami, Florida 33131
5. The name and address of the new registered agent and office:
Rentz, R. Larry
121 Alhambra Plaza, PH I, Suite 1600, Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

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

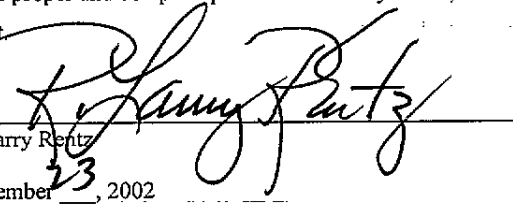
This change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



September 19, 2002

M. Noël Connors
Treasurer

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.



R. Larry Rentz
September 23, 2002