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WILLIAM A. WARES
Attorney at Law
4407 Carrollwood Village Drive
Tampa, Florida 33624
(813) 961-4732 and
(813) 269-4803
Fax (813) 269-4360

September 16, 1997

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

Secretary of State
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

ATTENTION: Amendment Section

RE: Statement of Change of Registered
Office and Registered Agent of Empire/TMI Corp.
Our File No. 97-2094

Dear Sir:

I am enclosing herewith a Statement of Change of Registered Office and Registered Agent, changing the registered agent and office of Empire/TMI Corp.

MY firm check in the amount of \$35.00, payable to the Florida Secretary of State is enclosed for your filing fees.

After you have completed your filing procedure, please date stamp the copy of this letter with the date of filing of the Articles of Amendment and Statement of Change and return the same to me in the self-addressed, stamped envelope provided for that purpose.

If there are any difficulties, please give me a call.

Sincerely,

William A. Wares
William A. Wares

WAW/pw
cc: Corporation Service Company
Enclosures

97 SEP 18 PM 2:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change

CHARTER NO. P97000075956

DATE FILED: 9/2/97

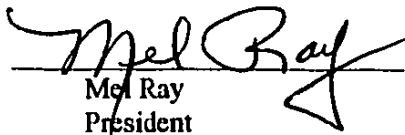
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Sections 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is Empire/TMI Corp.
2. The name and street address of its present registered agent is
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301
3. The name and street address to which the registered agent is to be changed is
Mel Ray
9304 Elmer Street
Tampa, Florida 33612
4. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
5. Such change was authorized by resolution duly adopted by its board of directors dated September 4, 1997.

DATE: 9-10-97


Mel Ray
President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS BY THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

DATE: 9-10-97

Mel Ray
Mel Ray