

LAW OFFICE

KEITH A. JAMES

P97000079933

September 17, 1999

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

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: FRANPAOLO, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above-named corporation, together with a check in the amount of \$35.00, representing payment of the applicable filing fee. Please return a date-stamped copy to this office at your earliest convenience.

If you should have any questions or require additional information, please do not hesitate to contact the undersigned.

Sincerely,

KEITH A. JAMES

KAJ/jmd
Enclosures

cc: Mr. Lawrence Cinquemani

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA Change

KEITH A. JAMES, P.A.
5725 Corporate Way, Suite 106
West Palm Beach, Florida 33407
Phone (561) 686-4500 • Fax (561) 686-4058

**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.

1. The name of the corporation is: Franpaolo, Inc.
2. The mailing address of the corporation is: 7289 Garden Road, Suite 205
West Palm Beach, Florida 33404
3. Date of incorporation/qualification: 9/16/97 Document number: P97000079933
4. The name and address of the current registered agent and office:

Cohen Norris, Scherer, Weinberger

712 U.S. Highway One, Suite 400

North Palm Beach, Florida 33408

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

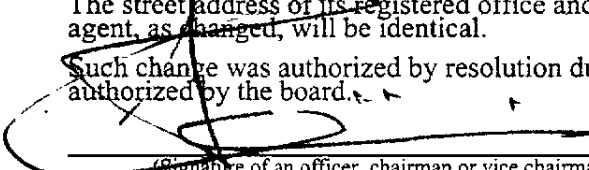
Keith A. James, Esq.

5725 Corporate Way, Suite 106

West Palm Beach, Florida 33407

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.


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

9/16/97
(Date)

LAWRENCE V. CINQUINANNI
(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.


(Signature of Registered Agent)

9/17/97
(Date)

If signing on behalf of an entity:

Keith A. James

(Typed or Printed Name)

Registered Agent

(Capacity)

*** FILING FEE: \$35.00 ***