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April 27, 1999

FILED
99 MAY -3 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: Miller & Solomon – General Rep.
Statement of Change of Registered Office or Registered Agent for
Corporations and Limited Partnerships

Dear Sir/Madam:

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-05/04/99--01039--001
****175.00 *****35.00

Enclosed are Five (5) Statement of Change of Registered Agent for Five (5) entities. Please file all of these documents with the Secretary of State. Enclosed is the recording fee for the Secretary of State in the amount of \$35.00 filing fee per entity for a total of \$175.00. Please provide me with correspondence to confirm that the change has taken effect.

Thank you for your attention to this matter.

Sincerely,

Haber, Lewis, & Pathman, LLP

Ruby Gonzalez, CLA
Ruby Gonzalez, CLA

/rg
Enclosures

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RA Chg.

JB

MAY 12 1999

**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 law 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: Horse Ranch, Inc.

1b. The mailing address of the corporation is: 394 South Hibiscus Drive, Miami Beach, FL 33139

1c. Date of Incorporation: 09/22/97

Document number: ~~107000015724~~ 107000082141

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

B & C Corporate Services, Inc.
Miami Center, Suite 3000
201 So. Biscayne Boulevard
Miami, FL 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Harold L. Lewis, Esq.
One Biscayne Tower, Suite 3660
2 So. Biscayne Boulevard
Miami, FL 33131

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.

Donald J. Kipnis, Pres
(Signature of an officer, chairman or
Vice chairman of the board)

4/20/99
(Date)

Donald J. Kipnis, 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.

[Signature]
[Signature of Registered Agent]

4/27/99
[Date]

If signing on behalf of an entity:

[Typed or Printed Name]

[Capacity]