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JANE S. HUNSTON^{3,6}
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October 28, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32302-1500

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-11/03/97--01073--012
*****35.00 *****35.00

Re: THE WORKS, INC.

Ladies:

Enclosed please find a Statement of Change of Registered Office and Agent for the above named corporation. Also enclosed is a check in the amount of \$35.00 to cover your costs.

Upon completion of the changes, please provide the undersigned with a computer printout in the envelope provided.

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Very truly yours,

Betty Bowie

Betty Bowie,
Legal Assistant to
Carlos J. Berrocal

CJB/bwb

R.A. Change
11-7-97
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 10:17

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

To Secretary of the State of Florida

Pursuant to the provisions of the Florida Corporation Acts, 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 its registered agent, in the State of Florida:

FIRST: The name of the Corporation is THE WORKS, INC.

SECOND: The address of its previous registered office was:
1070 E. Indiantown Road, Suite 310
Jupiter, FL 33477

THIRD: The address to which its registered office is to be changed to is:
1321 SW Cedar Cove Drive
Port St. Lucie, FL 34986

FOURTH: The name of its previous registered agent is: JANE S. HUNSTON

FIFTH: The name of its successor registered agent is: DARREN CLUFF

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

SEVENTH: The change has been authorized by a resolution duly adopted by the Board of Directors of the Corporation held on October 28, 1997.

DATED: October 28, 1997

By: Kristen Cluff
Kristen Cluff, Director and
President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28 day of October, 1997, by Kristen Cluff, as President of THE WORKS, INC., a Florida corporation, on behalf of the corporation. She is personally known to me ~~or has produced~~ N/A as identification and [did/did not] take an oath.

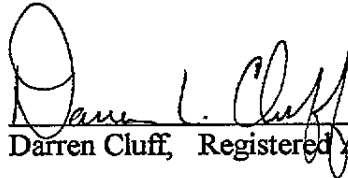
[Signature]
Notary Public
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 10:17

ACCEPTANCE BY REGISTERED AGENT


Having been named to accept service of process for **THE WORKS, INC.**, 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 relative to the proper and complete performance of my duties.

DATE: October 28, 1997


Darren Cluff, Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28 day of October, 1997, by Darren Cluff, and he is personally known to me ~~or has produced~~ N/A ~~as~~ identification and [did/did not] take an oath.


Notary Public
My Commission Expires:

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