

LAW OFFICES OF

KIMPTON, BURKE, WHITE & HEIDEN, P.A.

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December 8, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002375023--2
-12/17/97--01070--009
*****35.00 *****35.00

RE: Thunderbird Editions Limited, Inc.
Our File No. 10,613.04.6.000

Gentlemen:

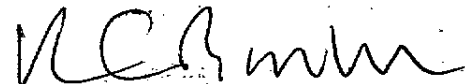
Enclosed is Registered Agent Certificate designating new Registered Agent for the captioned corporation. Please file the same in the records of your office.

Please date stamp the duplicate copy enclosed with the filing information and return in the self-addressed, stamped envelope also enclosed.

Further enclosed is our check in the amount of \$35 covering your filing fees.

Sincerely,

KIMPTON, BURKE, WHITE & HEIDEN, P.A.



Robert C. Burke, Jr.

RCB/cg
Enclosures

FILED
97 DEC 17 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PA change
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**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.

1a. The name of the corporation is: THUNDERBIRD EDITIONS LIMITED, INC.

1b. The mailing address of the corporation is : 3 HARBORSIDE DRIVE, BELLEAIR,
FLORIDA 33756

1c. Date of incorporation: OCTOBER 28, 1997 Document number: P97000093523

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


ROBERT C BURKE JR
28059 U S HIGHWAY 19 NORTH SUITE 100
CLEARWATER FL 33761

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

STEVEN D. CARLISLE
3 HARBORSIDE DRIVE
BELLEAIR FL 33756

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)

12/05/97

(Date)

STEVEN D. CARLISLE, 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 of Registered Agent)

12/05/97

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)