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(561) 686-4800 Fax No. (561) 686-8883

July 21, 1998

Secretary of State
Attn: Corporations
P. O. Box 6327
Tallahassee, Fl. 32399

Re: WALLACE'S BOOK STORE (GAINESVILLE), INC., AND
WALLACE'S BOOK STORE (ORLANDO), INC.

100002605301--6
-08/03/98--01067--007
*****70.00 *****35.00

Dear Sir/Madam:

Enclosed please find two original Statement of Change of Registered Office and Registered Agent forms in regards to the above captioned corporations together with our check in the amount of \$70.00 for the filing fees. Please forward a copy of the confirmation of filing to our office in the envelope provided.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Rubye Lockwood
Paralegal

/rjl
Enclosures

FILED
98 AUG -3 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MA Change

171 AUG 10 1998

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

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, 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 agent in the State of Florida.

1. The name of the corporation is:
WALLACE'S BOOK STORE (GAINESVILLE), INC.
2. The name and address of its present registered agent is:

NAN B. BOLZ
5 Harvard Circle, Suite 100
West Palm Beach, Fl. 33409

3. The name and street address to which its registered agent is to be changed is: (P.O. Box is not acceptable)

DON NATIONS
1227 W. University Avenue
Gainesville, Fl. 32601

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Signature: 
(President or Vice President)

Date: 5-4-98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name: DON NATIONS

Signature: 

Date: 4/22/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA