

LAW OFFICES OF

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

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December 31, 1997

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

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

RE: Needle Grafix by Reeves, Inc.
Our File No. 10,626.04.6.000

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
98 JAN 12 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cg:97secr01.ltr

JAN 13 1998

**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: NEEDLE GRAFIX BY REEVES, INC.

1b. The mailing address of the corporation is : 3123 BLUE HERON STREET, SAFETY HARBOR, FL 34695

1c. Date of incorporation: DECEMBER 16, 1997 Document number: P97000105735

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)

KIM REEVES

3123 BLUE HERON STREET

SAFETY HARBOR FL 34695

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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.

Kim M Reeves

12/31/97

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

(Date)

KIM M REEVES, 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.

Kim M Reeves

12/31/97

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)