Joseph R. Kalish, P.A.

Attorney at Law Northdale Executive Center 3820 Northdale Boulevard, Suite 307-A Tampa, Florida 33624

February 2, 1998

Jim Smith, Secretary of State Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re:

Panamerican Financial Brokerage, Inc.

Charter No. P98000000643

300002423993.

-02/06/98--01107--005 *****35.00 *****35.00

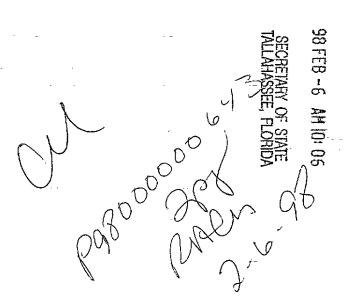
Dear Sirs:

Enclosed herewith please a Statement of Change of Registered Office and Registered Agent as well as my trust account check in the amount of \$35.00. Would you please docket this change and send me a letter acknowledging that this has been changed. If you have any questions, please do not hesitate to inquire. Thank you very much.

Very truly yours,

Joseph R. Kalish, Esquire

JRK/msg Enclosures



Charter No.	19800000643
Date Filed	1-5-98

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 office and registered agent in the State of Florida.

1. The name of the corporation is: PANAMERICAN FINANCIAL BROKERAGE, INC
2. The name and address of its present registered agent is:
CURPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASJEE, FL 32301
3. The <u>name and street address</u> to which its registered agent is to be changed is: (P.O. BOX NOT ACCEPTABLE)
HENRY J. STANISZEWSKI
14702 DARTMOOR LN
TAMPA, FL 33624
4. The street address of its registered office and the street address of the business office its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or the corporation so authorized by the board of directors. Signature HENRY J. STANISZENSKI (President or Vice President)
Date
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, HENRY J. STANISZEWSKI
Signature (Agent)
Date