

Joseph R. Kalish, P.A.
Attorney at Law
Northdale Executive Center
3820 Northdale Boulevard, Suite 307-A
Tampa, Florida 33624

Facsimile
(813) 862-1588

Telephone
(813) 862-8685

P98000000000643

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

300002423993-18
-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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB -6 AM 10:06

APPROVED
AND
FILED

OK
P98000000000643
2/6/98
2-6-98

Charter No. P98000000643

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:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

HENRY J. STANISZEWSKI

14702 DARTMOR LN

TAMPA, FL 33624

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 an officer of the corporation so authorized by the board of directors.

Signature H

HENRY J. STANISZEWSKI (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 _____