

P98000007553

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BERNARD WOLFSON

OF COUNSEL

May 11, 1998

PLEASE REPLY TO:

CORAL GABLES OFFICE

CERTIFIED MAIL # Z 141 662 953

RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002524309--9

-05/14/98--01121--002

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

RE: Gratigny Managers, Inc. (the "Corporation")
Our File No. 1076DD(a)

Gentlemen:


Enclosed herewith please find an original and one (1) copy of the Statement of Change of Registered Office or Registered Agent or Both for Corporations (the "Form") for the above-referenced Corporation. Also enclosed is a check in the amount of Thirty-five Dollars (\$35.00) for the filing fee.

Please acknowledge your receipt of the Form and check by signing the enclosed acknowledgment copy and returning it in the envelope provided. Also, please send me the copy of the Form upon filing.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

PACKMAN, NEUWAHL & ROSENBERG


DEBRA A. BARNES
Legal Assistant

/db
Enclosures
5/6*1076

RA Chg.

VS MAY 26 1998

98 MAY 14 AM 11:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

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 _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Gratigny Managers, Inc.

2. The mailing address of the corporation is : 14445 N.E. 20th Lane
North Miami, FL 33181-1446

3. Date of incorporation/qualification: January 23, 1998 Document number: P98000007553

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

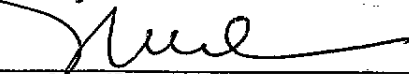
UCC Filing & Search Services, Inc.
526 E. Park Avenue
Tallahassee, FL 32301

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

Mike Nunez
14445 N.E. 20th Lane
North Miami, FL 33181-1446

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.



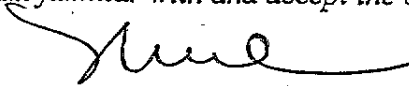
(Signature of an officer, chairman or vice chairman of the board)

4/30/98

(Date)

(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)

4/30/98

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

98 MAY 14 AM 11:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA