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BRIAN W. BROAD, P.A.

ATTORNEY AT LAW

1300 NORTH FEDERAL HIGHWAY, SUITE 107

BOCA RATON, FLORIDA 33432

/ FLORIDA & NEW YORK BARS

561 - 394 - 2321

March 2, 1998

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

200002446952-8
-03/04/98-01070-011
*****35.00 *****35.00

Re: Fifth Boca Holdings, Inc.
Change of Registered Agent/Office

Dear Sir or Madam:

Enclosed please find a Certificate Designating Change Of Registered Agent and Office, together with a check in the amount of \$35.00 as the filing fee, submitted on behalf of the above referenced Corporation.

Should you have any questions concerning this matter, please do not hesitate to call. Thank you for your cooperation in this matter.

Sincerely,



Brian W. Broad

BWB/sm
97-566/ltrchgrg
Enclosures; Check No. 2983

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 AM 8:59

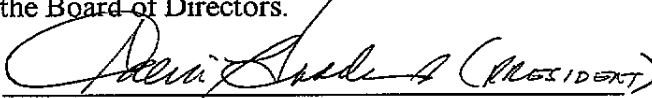
R.A. Change
03-06-98
CC

CERTIFICATE DESIGNATING CHANGE
OF
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 AM 9:00

In compliance with section 607.0501, Florida Statutes, the following is submitted:

1. Name of the Corporation is FIFTH BOCA HOLDINGS, INC..
2. Street address of the current Registered Office is 3732 N.W. 16th Street, Fort Lauderdale, Florida.
3. Name of the current Registered Agent is Filings, Inc.
4. Name of the successor Registered Agent is Calvin Haddad.
5. Street address of the new Registered Office is 2629 N.W. 64th Place, Boca Raton, Florida 33496.
6. Such change of Registered Agent and Registered Office was authorized by an Officer of the Corporation, so authorized by the Board of Directors.



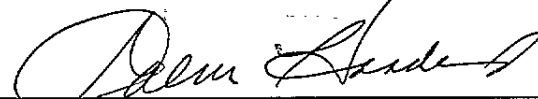
CALVIN HADDAD, President

1/29/98

Date

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: 1/29/98



CALVIN HADDAD