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Law Offices  
**Bermúdez & Tomé**

A Partnership of Professional Associations  
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Federal Bar

January 4, 1999

Secretary of State  
Division of Corporation  
Amendment Section  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
99 JAN -7 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-01/07/99--01043--011  
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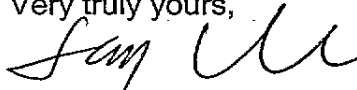
RE: **Best Universal Commission Associates, Inc.**

Dear Sir / Madam:

We serve as the corporate counsel for the above referenced Corporation. Enclosed please find the form for Change of Registered Agent and/or Registered Office and copy as well as a check for the thirty-five dollar filing fee. Please return a filed copy in the enclosed self-addressed stamped envelope.

Your anticipated assistance is greatly appreciated.

Very truly yours,



JAY R. TOME, ESQ.

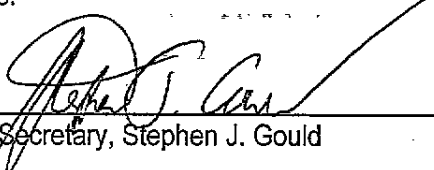
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Enclosure (as noted)

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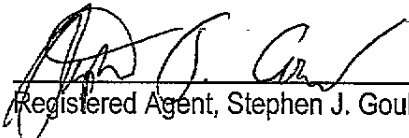
**CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE:**

1. The name of the Corporation is:  
BEST UNIVERSAL COMMISSION ASSOCIATES, INC.
2. The street address of the current registered office is:  
2141 NE 62<sup>nd</sup> Street  
Ft. Lauderdale, Florida 33308
3. The new address of the registered office is to be:  
1112 Weston Road  
Suite 248  
Weston, Florida 33326
4. The current registered agent is:  
Nancy Bacigalupi
5. The new registered agent is:  
Stephen J. Gould
6. The street address of the registered office and the street address of the business address of the registered agent are identical.
7. Such change was authorized duly adopted by the Board of Directors of the corporation or by an officer of the corporation so authorized by the board of directors.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Secretary, Stephen J. Gould

Having been named as registered agent and to accept 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 relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Registered Agent, Stephen J. Gould