

P98000021663

CT CORPORATION SYSTEM

811 Dallas Avenue
Houston, TX 77002
Tel. 713 658 9486
Fax 713 658 9720

January 25, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002757433--1
-01/28/99--01063--006
*****35.00 *****35.00

Re: J. Carroll Management Group, Inc.
Order #: 1582548

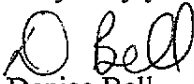
Dear Sir or Madam:

As requested by counsel, we enclose for filing Statement of Change of Registered Office or Registered Agent on behalf of the above named corporation, together with the funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to my attention via regular mail.

If you have any questions or if for any reason the filing cannot be effected, please notify this office of the details by calling our toll-free number: 800-324-0754.

Very truly yours,


Denise Bell
Customer Specialist

DDS/ds

Enclosure(s)

FILED
99 JAN 28 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change
LFT 2-3-99

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

1a. The name of the corporation is: J. Carroll Management Group, Inc.

1b. Date of incorporation March 9, 1998 Document number P98000021663

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

Bernard A. Singer

4925 Sheridan St., Ste. A, Hollywood, FL 33021


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

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

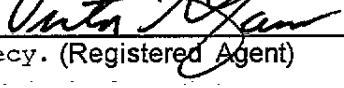
The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE
21 Jan 99
DATE

F.R. TODARO, SEC
(Type or printed name and title)

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.

SIGNATURE BY: 
Victor Alfano, Asst. Secy. (Registered Agent)
DATE 1-25-99

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

Filing Fee: \$35.00

FILED
99 JAN 28 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA