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February 22, 1999

Amendment Section
Division of Corporations
Florida Department of State
409 East Gained Street
Tallahassee, FL 32399

RE: Sunny Days Enterprises, Inc.
Change of Registered Office and Agent

FILED
99 FEB 25 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Clerk,

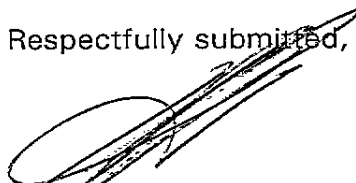
Enclosed please find the completed *Statement of Change of Registered Office or Registered Agent or Both for Corporations* for the above corporation and my firm's check, numbered 2844, payable to the Florida Department of State in the amount of \$35.00 as payment of the requisite fee.

Please amend the Division's records to reflect the new registered office and registered agent for the above corporation and forward acknowledgement of these changes by return mail. A stamped, self addressed envelope is enclosed for your convenience.

Thank you in advance for your assistance.

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-02/25/99--01070--003
*****35.00 *****35.00

Respectfully submitted,



HOWARD J. SPIEGEL

enclosures

pc: Sunny Days Enterprises, Inc.

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RA Chg.

VS MAR 1 1999

**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: SUNNY DAYS ENTERPRISES, INC.

1b. The mailing address of the corporation is : 8002 SW 81 Drive
Miami, FL 33143

1c. Date of incorporation: April 1, 1998 Document number: P98000029915

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

Peter H. Leavy

5975 Sunset Drive, Suite 301

South Miami, FL 33143

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

Howard J. Spiegel

9100 South Dadeland Boulevard, Suite 1701

Miami, FL 33156

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)

February 4, 1999
(Date)

Ramon Jiron, President
(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)

February 4, 1999
(Date)