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P98000034722

January 7, 1999

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

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

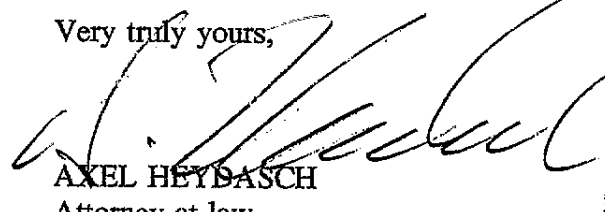
RE: BS German Holdings, Inc.
P98000034722

Dear Sir or Madam:

Enclosed please find Check # 4407 in the amount of \$35.00 made payable to your agency for the filing of the enclosed Statement of Change of Registered Office and Registered Agent for the above captioned corporation.

If you should have any questions or comments regarding this matter, please do not hesitate to contact us.

Very truly yours,



AXEL HEYDASCH
Attorney-at-law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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STATEMENT OF CHANGE OF REGISTERED OFFICE AND
REGISTERED AGENT

Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent, or both in the State of Florida.

1. The name of the corporation is: BS German Holding, Inc.
- 1.a. Date of incorporation: 04/15/1996, Docket Number P98000034722
2. The name and address of its present registered agent is:

Alexander Reus
100 N. Biscayne Blvd., 21st Floor
Miami, Florida 33132

3. The name and street address to which its registered agent is to be changed is:

Axel Heydasch, Esq.
Friedman & Heydasch, P.A.
New World Tower
100 N. Biscayne Blvd., Suite 3000
Miami, Florida 33132

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TALLAHASSEE, FLORIDA

The address of its registered office and the 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.

Dated 12/11/98

Signature *Reggie*

HAVING BEEN NAMED 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 AN ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

PLEASE PRINT/TYPE NAME

Axel Heydasch

SIGNATURE

[Signature]

DATE

Dec 7, 1998

filed _____

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TALLAHASSEE, FLORIDA

FRIEDMAN & HEYDASCH, P.A.