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Dena R. Taub

Admitted to The Florida Bar and U.S. District Courts  
for the Southern and Middle Districts of Florida

January 21, 2000

Ms. Thelma Lewis  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-01/27/00--01017--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Sunshine Rarities, Inc.

Dear Thelma:

Pursuant to our conversation of this date, enclosed please find this firm's check in the amount of \$35.00 representing payment for the filing of the Statement of Change of Registered Office or Registered Agent for the above-referenced corporation. Please file the Statement of Change and forward a date stamped copy to this office in the enclosed self-addressed, stamped envelope.

Thank you for your anticipated cooperation in this matter. Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

*Andrea L. Minnies*

Andrea L. Minnies  
Paralegal

/alm  
Enclosures

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FILED  
000 JAN 26 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*RA Ch...*  
T. LEWIS JAN 26 2000

STATEMENT OF CHANGE OF REGISTERED AGENT  
FOR  
SUNSHINE RARITIES, INC.

FILED  
00 JAN 26 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

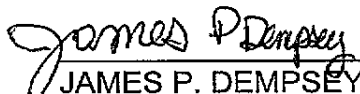
Pursuant to Florida Statutes § 607.0502, the undersigned director, acting on behalf of the above corporation, hereby files this Statement of Change of Registered Agent, and provides as follows:

1. The name of the corporation is Sunshine Rarities, Inc.
2. The street address of the current registered office is 12283 Cascades Point Drive, Boca Raton, Florida 33428, which is not sought to be changed.
3. The current registered agent is Jill T. Perico.
4. The name of the new registered agent is James P. Dempsey.
5. The street address of the registered office and the street address of the business office of the registered agent are identical.
6. The change of registered agent was authorized by resolution duly adopted by the board of directors.

  
JAMES P. DEMPSEY  
Director

WRITTEN CONSENT OF REGISTERED AGENT

The undersigned, being the person named herein, as the registered agent of Sunshine Rarities, Inc., hereby consents to accept service of process for the above stated corporation at the place designated herein, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

  
JAMES P. DEMPSEY  
Registered Agent