LAW OFFICE OF
JOHN W. GARDNER, P.A.

128 W. ROBERTSON STREET
BRANDON, FLORIDA 33511

TELEPHONE 813 651-0055
FACSIMILE 813 651-1874

P98000050290

October 14, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: FORRESTER-SMITH FULFILLMENT, INC.
Incorporated: June 4, 1998

600002667826--2
-10/20/98--01033--002
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find a fully executed Statement of Change of Registered Office or Registered Agent or Both for Corporations transferring the registered agent from CT Corporation System to John W. Gardner, P.A., regarding the referenced corporation.

Also, please find our firm check in the amount of $35.00 for filing the enclosed Statement

Should you have any questions regarding this or any other matter, please telephone my office.

Very truly yours,

JOHN W. GARDNER, P.A.

John W. Gardner

FILED
98 OCT 19 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JWG:mck
Enclosures -- as stated
cc: Mr. Wingfield Hughes

P98000050290
10-19-98

Florida Department of State, Sandra B. Mortham, 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.*

1. The name of the corporation is: Forrester-Smith Fulfillment, Inc.

2. The mailing address of the corporation is : 213 Hobbs Street, Tampa, FL 33619

3. Date of incorporation/qualification: June 4, 1998 Document number: P98000050290

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

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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

John W. Gardner, P.A.
128 West Robertson Street
Brandon, Florida 33511

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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) 10/15/98 (Date)

H. Wingfield Hughes, 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) 10/14/98 (Date)

If signing on behalf of an entity:

John W. Gardner, Esquire
(Typed or Printed Name)

President
(Capacity)

CR2E045(1/95)

FILING FEE: $35.00