

LAW OFFICES OF

KIMPTON, BURKE, WHITE & HEIDEN, P.A.

WILLIAM J. KIMPTON
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28059 U.S. HIGHWAY 19 NORTH
SUITE 100
CLEARWATER, FL 33761-2698
TELEPHONE (727) 791-0063

July 29, 1998

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

RE: Partners in Purchasing Corporation
Our File No. 10,840.04.6.000

Gentlemen:

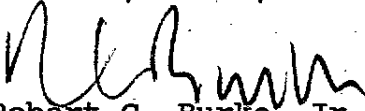
Enclosed is Registered Agent Certificate designating new Registered Agent for the captioned corporation. Please file the same in the records of your office.

Please date stamp the duplicate copy enclosed with the filing information and return in the self-addressed, stamped envelope also enclosed.

Further enclosed is our check in the amount of \$35 covering your filing fees.

Sincerely,

KIMPTON, BURKE, WHITE & HEIDEN, P.A.

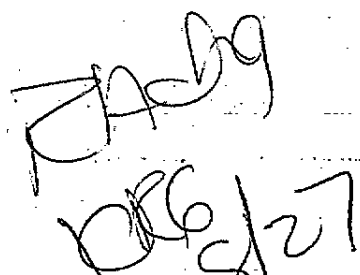

Robert C. Burke, Jr.

RCB/cg
Enclosures

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TALLAHASSEE, FLORIDA

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August 18, 1998

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

Attention: Karen Gibson

RE: Partners in Purchasing Corporation
Our File No. 10,840.04.6.000
Letter Number: 598A00040931

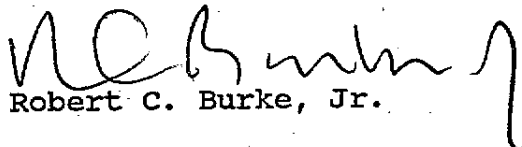
Dear Karen:

In accordance with your correspondence of August 5, 1998, copy enclosed, please find enclosed the original and one photocopy of the amended Statement of Change of Registered Office or Registered Agent or Both for Corporations showing the correct current registered agent and office. Please file the same in the records of your office.

Please date stamp the duplicate copy enclosed with the filing information and return in the self-addressed, stamped envelope also enclosed.

Sincerely,

KIMPTON, BURKE, WHITE & HEIDEN, P.A.



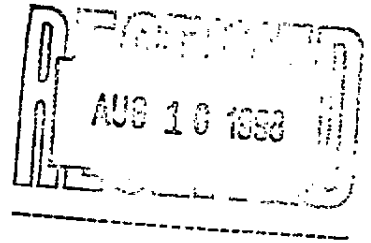
Robert C. Burke, Jr.

RCB/cg
Enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



August 5, 1998

ROBERT C. BURKE, JR.
KIMPTON, BURKE, WHITE & HEIDEN, P.A.
28059 US HIGHWAY 19 NORTH, SUITE 100
CLEARWATER, FL 33761

SUBJECT: PARTNERS IN PURCHASING CORPORATION
Ref. Number: P98000058853

We have received your document for PARTNERS IN PURCHASING CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 598A00040931

**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: PARTNERS IN PURCHASING CORPORATION

1b. The mailing address of the corporation is : 14331 60TH STREET NORTH, CLEARWATER,
FLORIDA 33760

1c. Date of incorporation: JULY 1, 1998 Document number: P98000058853

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

CORPORATION SERVICE COMPANY

1201 HAYS STREET

TALLAHASSEE FL 32301-2525

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

DIANE SARGENT

14331 60TH STREET NORTH

CLEARWATER, FL 33760

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SECRETAR OF STATE
TALLAHASSEE, FLORIDA

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.

Diane Sargent
(Signature of an officer, chairman or
vice chairman of the board)

July 24, 1998

(Date)

DIANE SARGENT, 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.

Diane Sargent
(Signature of Registered Agent)

July 24, 1998

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)