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ALTSCHUL, LANDY & COLLIER, P.A.

ATTORNEYS AT LAW

PLEASE REPLY TO MAIN OFFICE:

WESTON CORPORATE CENTRE
2700 S. COMMERCE PKWY., SUITE 305
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MIAMI OFFICE:

NATIONSBANK TOWER, SUITE 3920
100 S.E. SECOND STREET
MIAMI, FLORIDA 33131

TRANSMITTAL LETTER

July 6, 1999

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

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-07/08/99--01048--020
*****70.00 *****35.00

SUBJECT: S & P Group, Inc.

Enclosed is an original and one copy of the "statement of change of registered office and registered agent for corporations," together with an "officer/director resignation" for Robert A. Serrone for S & P Group, Inc., a Florida Corporation.

A check for \$70.00 is enclosed for the filing fees.

Very truly yours,


Joseph E. Altschul, Esq.

FILED
99 JUL 21 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

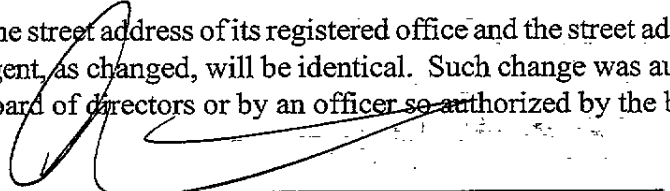
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**STATEMENT OF CHANGE OF REGISTERED OFFICE AND
REGISTERED AGENT FOR CORPORATIONS**

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 S & P Group, Inc.
2. The mailing address of the corporation is 9000 Sheridan Street, Suite 146, Pembroke Pines, Florida 33024.
3. Date of incorporation/qualification: July 15, 1998. Document number: P9800063065
4. The name and address of the current registered agent and office: Robert A. Serrone, 6701 Royal Melbourne, Miami, Florida 33015. *9000 Sheridan Street, #146, Pembroke Pines, FL 33024*
5. The name and address of the new registered agent and office: Joseph E. Altschul, Esq., 2700 South Commerce Parkway, Suite 305, Weston, Florida 33331.

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)

6/30/99
(Date)

Carlo J. Piccinonna, President
(Printed or typed name and title)

6/30/99
(Date)

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)

6/30/99
(Date)

If signing on behalf of an entity:

Joseph E. Altschul

(Typed or Printed Name)

(Capacity)

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