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February 17, 1999

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

Re: Change of Registered Office

To Whom it May Concern:

Enclosed is a Statement of Change of Registered Office or Registered Agent for  
Both for Corporations and a check for \$35.00 regarding the same.

700002783517--3  
-02/22/99--01145--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you,



Don Fahrer  
Legal Assistant

Enclosures

Handwritten notes and scribbles at the bottom right, including the number 59-22-99 and other illegible markings.

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: Soho Arts South, Inc.
2. The mailing address of the corporation is: 1813 Breakers Pointe, West Palm Beach, Florida 33411

3. Date of incorporation/qualification: September 14, 1998 Document number: P9800008052

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

Mr. Erwin Goldstein
1813 Breakers Pointe
West Palm Beach, Florida 32411

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

Mr. Joel Cohen
312 South Dixie Highway
West Palm Beach, Florida 33401

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SECRETARY 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.

[Signature] PRESIDENT
(Signature of an officer, chairman or vice chairman of the board)

NOV. 18, 1998
(Date)

Joel Cohen, President

November 18, 1998

(Printed or typed name and title)

(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]
(Signature of Registered Agent)

NOV. 18, 1998
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)