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Pensacola, Florida 32501

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December 6, 2000

Secretary of State  
Division of Corporations-Filings  
Tallahassee, Florida

000003503180--6  
-12/18/00--01027--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Change of Registered Agent

Dear Sir/Madam:

Enclosed please find two Statement of Change of Registered Agent and Office to be filed,  
along with two checks in the amount of \$35.00 for the filing fee.

If you have any questions please contact me.

Sincerely,



Barbara A. Barlow  
Corporate Paralegal

/bab  
Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATEMENT OF CHANGE OF REGISTERED AGENT AND OFFICE

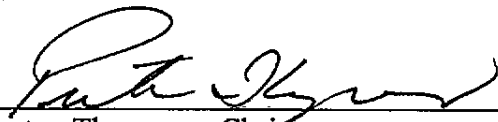
Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered agent and office, in the State of Florida.

1. The name of the corporation is Thompson Enterprises, Inc.
2. The mailing address of the corporation is 3500 Dewey Rose Lane, Cantonment, Fl 32533.
3. The date of incorporation is October 9, 1998, Document No. P98000086954.
4. Michael I. Ferguson, 4300 Bayou Boulevard, Suite 12 & 13, Pensacola, Florida 32503, resigned on November 10, 2000.
5. The name and address of the new registered agent and registered office is:

Charles S. Liberis  
1610 Barrancas Avenue  
Pensacola, Florida 32501

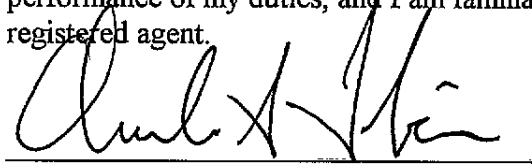
The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors on November 22, 2000.

  
Preston Thompson, Chairman

11/30/00  
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.

  
Charles S. Liberis

11/30/00  
Date

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