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FLORIDA & NEW YORK BARS

407 - 394 - 2321

March 29, 1999

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*****35.00 *****35.00

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

Re: SPILLANE & COMPANY, INC.
Change of Registered Agent/Office

Dear Sir or Madam:

Enclosed please find a Certificate Designating Change of Registered Agent and Office, together with a check in the amount of \$35.00 as the filing fee, submitted on behalf of the above referenced Corporation.

Should you have any questions concerning this matter, please do not hesitate to call. Thank you for your cooperation in this matter.

Sincerely,



Brian W. Broad

BWB/lf
99-686/ltrchgrg
Enclosures; Check No. 3288
cc: SPILLANE & COMPANY, INC.

FILED
99 MAR 31 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

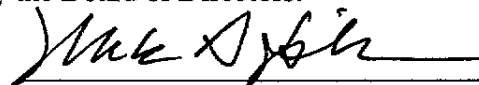
R.A. Chang
4-6-99
cc

CERTIFICATE DESIGNATING CHANGE
OF
REGISTERED AGENT

In compliance with section 607.0501, Florida Statutes, the following is submitted:

1. Name of the Corporation is SPILLANE & COMPANY, INC.
2. Street address of the current Registered Office is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311.
3. Name of the current Registered Agent is Filings, Inc.
4. Name of the successor Registered Agent is Mark D. Spillane
5. Street address of the new Registered Office is 1801 N.E. 4th Street, Suite Boynton Beach, Florida 33435
6. Such change of Registered Agent and Registered Office was authorized by an Officer of the Corporation, so authorized by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Mark D. Spillane



Title



Date

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: 


Mark D. Spillane