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ROZENCWAIG & GRANOFF

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

SUNTRUST INTERNATIONAL CENTER

ONE SOUTHEAST THIRD AVENUE

SUITE 960

MIAMI, FLORIDA 33131

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October 4, 2000

PERSONAL AND CONFIDENTIAL

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

RE: Our Client File Number 0948(c)

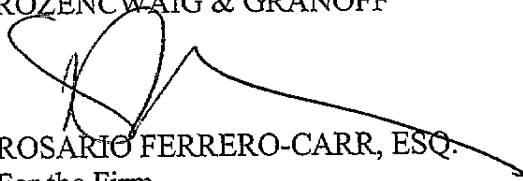
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*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find the original as well as a copy of the Statement of Change of Registered Office and Registered Agent for Raintree International Properties, Inc. I have also enclosed a check in the amount of Thirty-Five Dollars (\$35.00) representing the filing fee. Please process the same accordingly and return the original to our office in the enclosed self-addressed stamped envelope.

Cordially,

ROZENCWAIG & GRANOFF


ROSARIO FERRERO-CARR, ESQ.
For the Firm

RFC/cg

Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 10 PM 12:53

R.A. Charge

LFS

10-11-2000

Charter No. P99000012611

Date Filed 2-9-99

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: RAINTREE INTERNATIONAL PROPERTIES, INC.

2. The name and address of its present registered agent is:

STEVEN L. CANTOR
777 BRICKELL AVENUE
SUITE 500
MIAMI, FLA 33131

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

LESLIE ALAN ROZENOWAIG, ESQ.

1 S.E. 3RD AVE. # 960

MIAMI, FLA 33131

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 10 PM 12:53

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

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

NAOMI RATINOV PRESIDENT
DIRECTOR
(Typed or printed name and title)

Signature X

Naomi Ratinov

(President or Vice President)

Date

9/27/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name LESLIE ALAN ROZENOWAIG

Signature

Leslie Alan Rozenowraig

(Agent)

Date

9/21/00