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THE LAW OFFICE OF  
**ELDER, KURZMAN  
& VACCARELLA**

A PROFESSIONAL ASSOCIATION

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June 27, 2001

VIA OVERNIGHT DELIVERY

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200004450702--6  
-06/28/01--01116--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Statement of Change of Registered Agent and Registered  
Agent Office for McCann Of South Florida, Inc.

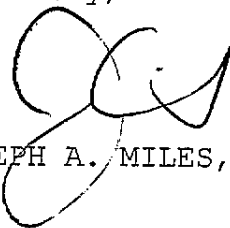
To Whom It May Concern:

Please be advised that the above referenced law firm represents McCann of South Florida, Inc. Enclosed herewith is a fully executed Statement of Change of Registered Agent and Registered Agent Office for McCann Of South Florida, Inc. as well as a check payable to the Department of State in the amount of Thirty-Five dollars (\$35.00). Please process this Statement of Change at your very earliest possible convenience.

If you need any further information or documentation, please contact me via telephone at the above referenced telephone number to ensure a rapid resolution that any issues that you may have.

Thank you for your attention to and assistance with these matters.

Sincerely,

  
JOSEPH A. MILES, ESQ.

JAM:  
Enc.  
div.ofcorp.

01 JUN 28 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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mg, chg

# 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: MCCANN OF SOUTH FLORIDA, INC.
2. The mailing address of the corporation: 2675 South Bayshore Drive  
Coconut Grove, FL 33133
3. Date of incorporation/qualification: 3/01/99 Document number: P990000 19215
4. The name and address of the current registered agent and office:

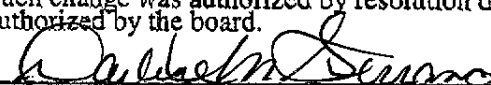
BREXIE FANEY C/O McCann of South Florida Inc.  
1271 6th Avenue, 40th Floor  
Coconut Grove FL 33133

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

DARLENE M. SERRANO C/O McCann of South Florida Inc.  
2675 South Bayshore Drive  
Coconut Grove, FL 33133

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)

6/26/01  
(Date)

DARLENE M. SERRANO  
(Printed or typed name and title)

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)

6/26/01  
(Date)

If signing on behalf of an entity:

DARLENE M. SERRANO  
(Typed or Printed Name)

VICE PRESIDENT  
(Capacity)

\*\*\* FILING FEE: \$35.00 \*\*\*