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Refer to File No.

003654/993028

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April 14, 1999

Registered Agent/Address Section
Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

000002844570--8
-04/20/99-01022--017
*****35.00 *****35.00

RE: INDIGO AIRSHIP, INC.

Gentlemen:

Enclosed please find the original and duplicate copy of a Change of Registered Office and Agent for the above-referenced corporation, along with our client's check in the amount of \$35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,

Sue Thomas
Sue Thomas,
Paralegal to
Holger D. Gleim

ST/lpb

Enc.

cc: Indigo Airship, Inc.
135075

RA Chg.

APR 22 1999

CHANGE OF REGISTERED OFFICE AND AGENT
OF

INDIGO AIRSHIP, INC.

FILED
99 APR 20 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is Indigo Airship, Inc.
2. The current registered office is located at 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.
3. The registered office will be changed to 10800 Roosevelt Boulevard, St. Petersburg, FL 33701.

THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION,
PLEASE CHANGE YOUR RECORDS ACCORDINGLY.

4. The current registered agent is Holger D. Gleim.
5. The successor registered agent will be William D. Morean.
6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.
7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.
8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

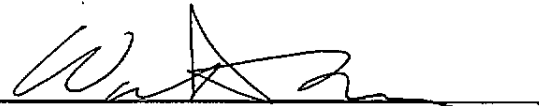
DATED: 4-12-99

INDIGO AIRSHIP, INC.

By: 
William D. Morean, President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.


William D. Morean, Registered Agent