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*BOARD CERTIFIED
TAX ATTORNEY

PLEASE REPLY TO:

POST OFFICE BOX 3829
ORLANDO, FL 32802-3829

August 24, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002972405--6
-08/27/99--01070--019
*****35.00 *****35.00

**RE: STATEMENT OF CHANGE OF REGISTERED OFFICE AND AGENT
PH&C PUBLISHING, INC., A FLORIDA CORPORATION**

Dear Sir/Madam:

Enclosed please find a completed Statement of Change of Registered Office or Registered Agent or Both for Corporations in connection with the above-referenced entity together with our firm's check in the amount of Thirty-Five Dollars (\$35.00) to cover filing fee. Please send acknowledgment of filing to the above-mentioned address.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

**SALLEY, FEINBERG, HAMES
& HINTZE, P.A.**

Vangie
Vangie Espino-Reynolds
Secretary to Russell P. Hintze

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac rack
8/30

**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 is: PH&C PUBLISHING, INC.

2. The mailing address of the corporation is: 419 Duque Road

Lutz, Florida 33549

3. Date of incorporation/qualification: 4/16/99 Document number: P99000035283

4. The name and address of the current registered agent and office:

Russell P. Hintze

390 North Orange Avenue, Suite 2500

Orlando, Florida 32801

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

Clifton A. Price, Jr.

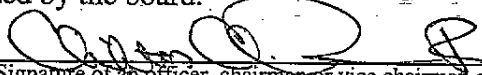
419 Duque Road

Lutz, Florida 33549

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

8/2/99
(Date)

Clifton A. Price, Jr., President

(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)

8/2/99
(Date)

If signing on behalf of an entity:

CLIFTON A. PRICE, JR
(Typed or Printed Name)

PRESIDENT
(Capacity)

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