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October 14, 1999

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

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

FILED
99 OCT 20 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Change of Registered Agent/Martin Farms, Inc.

Dear Sirs:

Enclosed for filing is a Statement of Change of Registered Office or Registered Agent or Both for Corporations on behalf of the above-referenced entity and our check in the amount of \$35.00 to cover the filing fee.

Your attention to this matter will be appreciated.

Very truly yours,

Jean M. Fisher

Jean M. Fisher
Corporate Paralegal

/jmf
Enclosures

OR118462;1

RA Chg.
V. SHEPARD NOV 1 1999

Florida Department Of State, Kathrine Harris, Secretary Of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

FILED
99 OCT 20 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Delaware, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Martin Farms, Inc.

1b. Date of incorporation: 7/8/99

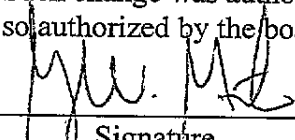
Document Number: P99000061318

2. The name and address of the current registered agent and office: William N. Barnes
255 S. Orange Avenue
Suite 1100
Orlando, FL 32801

3. The name and address of the new registered agent and office: George W. Martin
407 Flatwood Drive
Winter Springs, FL 32708
(P.O. Box Not Acceptable)

The street address of its registered agent 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.



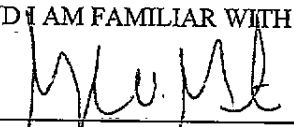
Signature
10/8/99

Date

George W. Martin
President

Typed or printed name and title

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.

SIGNATURE 

(Registered Agent)
DATE 10/8/99

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314