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ACCOUNT NO. : 072100000032
 REFERENCE : 561723 156544A
 AUTHORIZATION :
 COST LIMIT : \$ PPD

FILED STATE
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 97 OCT 10 AM 11:09

ORDER DATE : October 10, 1997

ORDER TIME : 2:06 PM

ORDER NO. : 561723

CUSTOMER NO: 156544A

CUSTOMER: Ms. Roxanne M. Tovar
 Tumpson & Charchat P.A.
 848 Brickell Avenue
 Suite 400
 Miami, FL 33131

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 -10/13/97--01001--017
 *****35.00 *****35.00

CHANGE OF AGENT

NAME: ARCTURUS HOLDINGS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Warren Whittaker

RECEIVED
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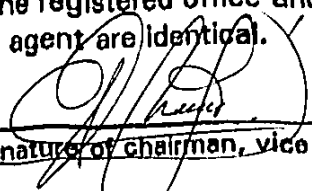
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DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR ALIEN BUSINESS ORGANIZATION

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO DESIGNATE ITS REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. ARCTURUS HOLDINGS
(Name of alien business organization)
2. Turks and Caicos Islands
(State or county under which entity is organized)
3. Town Centre Building, P.O. Box 125, Providenciales, Turks and Caicos Islands,
(Principal office address) BWI
4. NONE
(Federal Employer Identification number, if applicable)
5. Name and Florida street address of registered agent.
Steven M. Charchat, Esq.
Tumpson & Charchat, P.A.
848 Brickell Avenue, Suite 400
Miami, Florida 33131
6. The street address of the registered office and the street address of the business office of the registered agent are identical.
7. 
(Signature of chairman, vice chairman, or officer)
8. Jaime Ernesto Nasser, President
(Name and capacity of person signing in number 7 above)