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TABAS, FREEDMAN, ORSHAN & SOLOFF, P.A.  
ATTORNEYS AT LAW

THE INGRAHAM BUILDING  
25 SOUTHEAST SECOND AVENUE • SUITE 919  
MIAMI, FLORIDA 33131-1538  
TEL (305) 375-8171  
FAX (305) 381-7708  
WWW.TFOSLAW.COM

LEYZA FLORIN BLANCO  
GARY M. FREEDMAN\*\*  
PAUL L. ORSHAN  
STACEY F. SOLOFF  
JOEL L. TABAS\*

\*BOARD CERTIFIED IN BUSINESS BANKRUPTCY  
\*\*ALSO ADMITTED IN MASSACHUSETTS

OF COUNSEL  
CARL A. RICHARDSON\*

\*LICENSED TO PRACTICE IN TEXAS

December 3, 1999

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

Re: Halpro, Inc.

Dear Sir/Madam:

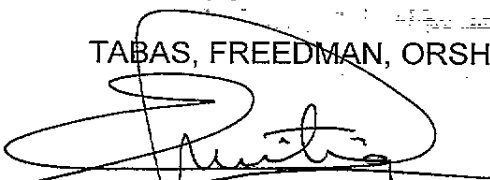
Enclosed please find an original and one copy of a Statement of Change of Registered Office and Agent, for the above referenced Corporation; and our check in the amount of \$35.00 to cover your fee for filing same.

Please file stamp the copy and return it to us in the self-addressed stamped envelope provided.

Your cooperation and prompt attention to the foregoing will be greatly appreciated.

Very truly yours,

TABAS, FREEDMAN, ORSHAN & SOLOFF, P.A.

  
Emma Lastra  
Legal Assistant

Enclosures (as stated)

cc: Howard Gilmour, President of Halpro, Inc. (w/enclosures)  
Joel L. Tabas, Esquire

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-12/06/99-01127-010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**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: Halpro, Inc.
2. The mailing address of the corporation is: 2040 N.E. 163rd Street, Suite 302  
North Miami Beach, Florida 33162
3. Date of incorporation/qualification: 8-29-1991 Document number: S 76848
4. The name and address of the current registered agent and office:  
Serns, David R., Esq.  
2040 N.E. 163rd Street, Suite 302  
North Miami Beach, Florida 33162
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)  
Tabas, Joel L.  
25 S.E. 2nd Avenue, Suite 919  
Miami, Florida 33131

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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)

12-3-99  
(Date)

Howard Gilmour, 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)

12-3-99  
(Date)

JOEL L. TABAS

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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