

LAW OFFICES  
**CONLEY, CLEARY & OZARK**

2401 MANATEE AVENUE WEST

BRADENTON, FLORIDA 34205

(813) 748-8778

ROGER P. CONLEY  
KENNETH W. CLEARY  
DAMIAN M. OZARK

TELECOPIER  
(813) 748-2572

V60746  
July 13, 1994

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-07/15/94--01040--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

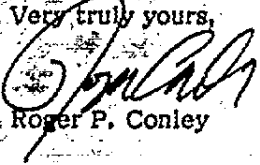
Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: CONLEY SUBARU, INC.

Gentlemen:

Enclosed please find an original Certificate of Change of Designation of Registered Agent/Registered Office for the above-captioned corporation, for said corporation, along with our check in the amount of \$35.00 for filing fee.

Very truly yours,

  
Roger P. Conley

RPC/kwm  
Encls.  
cc: CSC Networks

FILED  
94 JUL 15 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RA Change  
7/18/94  
DC

**CERTIFICATE OF CHANGE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

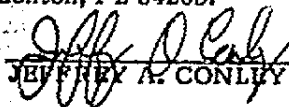
1. The name of the corporation is: **CONLEY SUBARU, INC..**
2. The name and address of the present registered agent and office is:

**CORPORATION INFORMATION SERVICES, INC.,**  
1201 Hays Street  
Tallahassee, Florida 32301

3. The new registered agent and office of the corporation is:

**ROGER P. CONLEY**  
2401 Manatee Avenue West  
Bradenton, FL 34205

The undersigned officer of the corporation has been authorized by the Board of Directors of **CONLEY SUBARU, INC.** to change the resident agent to **ROGER P. CONLEY**, 2401 Manatee Avenue West, Bradenton, FL 34205.

  
JEFFREY A. CONLEY

Title: Director/Vice-President

Date: June 22, 1994

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
ROGER P. CONLEY

DATE: June 22, 1994

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA