

V72209

J.A.W OFFICES
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FORT LAUDERDALE, FLORIDA 33309

TELEPHONE (954) 735-0000
FAX (954) 735-3636

OF COUNSEL
VINCENT J. ALTINO, P.A.

October 3, 2001

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

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

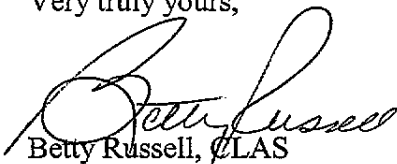
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*****35.00 *****35.00

RE: B & M Health and Fitness, Inc.

Please file the enclosed Statement of Change of Registered Office and Registered Agent in connection with the above referenced corporation. Also enclosed is our check in the sum of \$35.00, representing the filing fee.

Please provide this office with confirmation of the filing of this Statement of Change.

Very truly yours,



Betty Russell, CLAS
Real Estate Specialist

/br

Encls. As Stated Above

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01 OCT -8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change

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STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

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 change its registered office or registered agent, or both in the State of Florida.

1. The name of the corporation is B & M Health and Fitness, Inc.
2. The mailing address of the corporation is 979 East Commercial Boulevard, Fort Lauderdale, Florida 33334.
3. Date of incorporation: 10/20/1992 Document number: V72209
4. The name and address of the current registered agent and office:

Ben Calandrino
7601 NW 59th Way
Parkland, Florida 33067

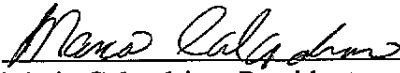
5. The name and address of the new registered agent and office:

Maria Calandrino
3470 West Hillsboro Boulevard
Suite 207
Coconut Creek, Florida 33073

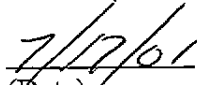
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SECRETARY OF STATE
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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



Maria Calandrino, President

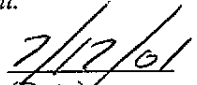


(Date)

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 property and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Maria Calandrino



(Date)