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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036  
CONTACT: KYLE L WHITE  
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: PAYNE STEWART ENTERPRISES, INC.  
AUDIT NUMBER.....H97000020549  
DOC TYPE.....REGISTERED AGENT CHANGE  
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*PA Change*

*12-15-97*

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**CERTIFICATE OF CHANGE OF REGISTERED AGENT/REGISTERED OFFICE OF PAYNE STEWART ENTERPRISES, INC.**

Pursuant to the provisions of Section 607.0502, Florida Statutes, PAYNE STEWART ENTERPRISES, INC., a corporation organized and existing under and by virtue of the laws of the State of Delaware and authorized to transact business in the State of Florida (the "Corporation"), hereby submits the following statement in designating a new Registered Office/Registered Agent, in the State of Florida:

1. The name of this corporation is: PAYNE STEWART ENTERPRISES, INC.
2. The name and address of the current registered agent is:  
Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301
3. The name and address of the registered agent is to be changed to:  
Loran A. Johnson, Esquire  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
215 North Eola Drive  
Orlando, Florida 32801

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4. The street address of the registered office of the corporation and the street address of the business office of its registered agent, as changed, will be identical.

5. That William P. Stewart as President of the Corporation has been authorized by resolution duly adopted by the board of directors to execute this Certificate of Change on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Change this 19th day of November, 1997.

PAYNE STEWART ENTERPRISES, INC.

By: William P. Stewart  
William P. Stewart, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of PAYNE STEWART ENTERPRISES, INC.

Loran A. Johnson  
Loran A. Johnson

This document was prepared by:

Loran A. Johnson, Esquire

Florida Bar Number: 0339350

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

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