

CAPITAL CONNECTION, INC.

17 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
 (850) 222-3870 • 1-800-342-8062 • Fax (850) 222-1222

P98000040984

In House Counsel PA

60000488.3006 -- J
 -02/01/02--01023--003
 *****35.00 *****35.00

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02 FEB - 1 AM 10: 39

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

- ___ Art of Inc. File RA
- ___ LTD Partnership File Change
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- RA Resignation change
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record FOR
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search 2/1/02
- ___ UCC 11 Retrieval _____
- ___ Courier _____

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 02 FEB - 1 PM 1: 06
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Signature _____

Requested by: LW
 Name _____ Date 2/1 Time _____

Walk-In _____ Will Pick Up _____

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 : In-House Counsel, P.A.
- 2. The mailing address of the corporation : P.O. Box 8214
Chandler, Az 85246-8214
- 3. Date of incorporation/qualification: 5/6/1998 Document number: P98000040984
- 4. The name and address of the current registered agent and office:

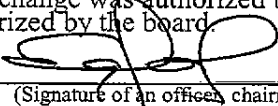
Eugene P. Samuels
11242 SW 128 PL
Miami, FL 33186

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TALLAHASSEE, FLORIDA

- 5. The name and address of the new registered agent (if changed) and/or registered office (changed):
(P. O. Box Not Acceptable)
Capital Connection, Inc.
417 E Virginia Street, Suite 1
Tallahassee, FL 32301

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.



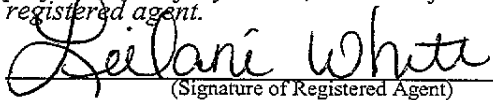
(Signature of an officer, chairman or vice chairman of the board)

1/25/02

(Date)

Eugene P. Samuels, 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)

2/1/02

(Date)

If signing on behalf of an entity:

Leilani White

(Typed or Printed Name)

Representative

(Capacity)

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