

N 40513

JOSIAS, GOREN, CHEROF, DOODY & EZROL, P.A.

ATTORNEYS AT LAW

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MICHAEL D. CIRULLO, JR.
PETER A. LICHTMAN
NICHOLAS R. LOPANE
JULIE F. KLAHR

March 31, 1999

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32301

Re: NEW WORLD AQUARIUM, INC.

Dear Sir or Madam:

Enclosed herewith please find an executed Resignation of Registered Agent signed by Thomas Panza, Esq. who should be removed from your records as being the Registered Agent.

The new Registered Agent is:

Samuel S. Goren, Esq.
Josias, Goren, Cherof, Doody and
Ezrol, P.A.
3099 East Commercial Blvd., Ste. 200
Fort Lauderdale, FL 33308

Enclosed is an Acceptance of Registered Agent form signed by Mr. Goren as well as our firm's check in the amount of \$35.00 as and for the fee for Change of Registered Agent.

Thank you for your anticipated cooperation in connection with the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,

MICHAEL D. CIRULLO, JR.

MDC:ms

Encs.

cc: Ray Rodriguez, Chairman

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April 26, 1999

Ms. Karen Gibson
Corporate Specialist
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

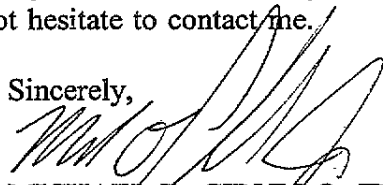
Re: NEW WORLD AQUARIUM, INC.

Dear Ms. Gibson:

Enclosed herewith please find a copy of your letter dated April 15, 1999, along with the fully completed and executed form, Statement of Change of Registered Office or Registered Agent or Both for Corporations. Please process this change of registered agent in your records. Please note that New World Aquarium forwarded the filing fee with its original documents.

Thank you for your cooperation and courtesy in this matter. If you have any questions, or require additional information, please do not hesitate to contact me.

Sincerely,



MICHAEL D. CIRULLO, JR.

MDC:ms

Encs.

cc: Ray Rodriguez, Chairman
Theresa Waldron, Vice President

[990035\secstat.2]



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 14, 1999

MICHAEL D. CIRULLO JR.
JOSIAS GOREN CHEROF ETAL
3099 E. COMMERCIAL BLVD., SUITE 200
FT. LAUDERDALE, FL 33308

SUBJECT: THE NEW WORLD AQUARIUM, INC.
Ref. Number: N40513

We have received your document for THE NEW WORLD AQUARIUM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 099A00018945

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: The New World Aquarium, Inc.
2. The mailing address of the corporation is: 401 S.W. 2nd Street, Fort Lauderdale,
Florida 33312 (Note: new address)
3. Date of incorporation/qualification: October 24, 1990 Document number: N40513
4. The name and address of the current registered agent and office:

Charles Shaw

10801 S.W. 26th Street

Davie, FL 33328

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Samuel S. Goren

Attorney at Law

3099 East Commercial Blvd., Ste. 200

Fort Lauderdale, FL 33308

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)

4/19/99
(Date)

Samuel S. Goren, Chairman
(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)

4/19/99
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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