

CT CORPORATION SYSTEM

S33051

1675 Broadway
Denver CO 80202
Tel 303 629 2500
Fax 303 629 2525

April 29, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002169327--3
-05/07/97--01056--003
*****35.00 *****35.00

Re: FOCUS ENTERTAINMENT INTERNATIONAL, INC.
Order #: 844415

Counsel: Dill Dill Carr Stonbraker & Hutchings
Denver, CO 80203

Gentlemen:

As requested by counsel, we enclose for filing on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-362-1228.

Very truly yours,

Hiedi M. Liesch

Hiedi M. Liesch
Customer Specialist

HML/

Enclosure(s)

Special Instructions: n/a

K.A. Chase
MAY 1 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -7 AM 9:14

Florida Department of State, Jim Smith, Secretary of State

**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.

1a. The name of the corporation is: Focus Entertainment International, Inc.

1b. Date of incorporation 2/19/91 Document number S33051

2. The name and address of the current registered agent and office:

Debra J. Thaw, 1671 S.W. 105 Lane, Davie, FL 33324

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

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c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent 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.

Michael S. Morrison
SIGNATURE
4-21-91
DATE

Michael S. Morrison CEO
Typed or printed name and title

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 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.

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SIGNATURE BY: Marcia J. Sunahara
(Registered Agent)

DATE Marcia J. Sunahara, Asst, Vice Pres.

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00