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* available for consultation
by appointment only

July 10, 2000

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301

600003321996--9
-07/13/00--01045--004
*****35.00 *****35.00

RE: Tropicana Gardens, Inc.; Statement of
Change of Registered Office or Registered Agent, or Both

Dear Sir/Madam:

Enclosed please find an executed Statement of Change of Registered Office or Registered Agent form, as well as a check in the amount of \$35.00 to cover the filing fee cost.

FILED OF STATE
SECRETARY OF CORPORATIONS
00 JUL 13 PM 2:31

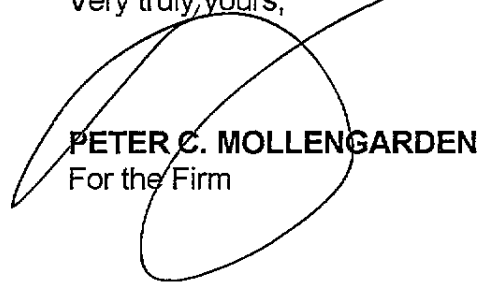
International Offices: If you have any questions or require anything further, please do not hesitate to contact me. Thank you in advance for your prompt attention to this matter.

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

Very truly yours,


PETER C. MOLLENGARDEN
For the Firm

PCM/dj
Enclosures

cc: Board of Directors,
Tropicana Gardens, Inc.

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RA Chg.



V. SHEPARD JUL 24 2000





**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of Sections 607.034 and 607.037, 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.

FILED IN STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JUL 13 PM 12:31

1) The name of the corporation is:

Tropicana Gardens, Inc.

2) The address of its present registered agent is:

1500 Australian Avenue South, Suite 600, WPB, FL 32709

3) The address to which its registered agent is to be changed is: Becker + Pollakoff, P.A.,

500 Australian Avenue South, 9th Floor, WPB, FL 32709

4) The name of its present registered agent is:

Edward Dicker

5) The name of its successor registered agent is:

Peter C. Mollengarden, Esq.

The address of its registered agent and the 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.

Dated 7/5, ~~19~~ 2000

Tropicana Gardens, Inc.
(exact corporate name)

SIGNATURE Thomas W. ...
(President or Vice President)

DATE 7-5-00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(Registered Agent)

FILING FEE: \$35.00

DATE 7/10/00