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October 1, 1997

VIA FEDERAL EXPRESS

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

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-10/06/97--01001--001
*****122.50 *****35.00

Re: Allsports Distribution, Inc. - Registered Agent
File No. 5253/11179

CF - \$35.00

Dear Sir or Madam:

Enclosed herewith for filing is the original Statement of Change of Registered Office Or Registered Agent Or Both For Corporations and a Resignation Of Registered Agent, as well as a check for \$122.50, representing a \$35.00 filing fee for the State of Change and \$87.50 fee for the Resignation.

Should you have any questions regarding the filing of the enclosed documents, please call me directly at (561) 471-3520.

Thank you for your assistance.

Sincerely,

NASON, YEAGER, GERSON, WHITE &
LIOCE, P.A.

Georgina J. Popham
Georgina J. Popham
Legal Assistant

Enclosures

cc: Michael Stern
Suzanne M. Gleiber, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Florida Department of State, Sandra B. Mortham, 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.

1. The name of the corporation is: Allsports Distribution, Inc.
2. The mailing address of the corporation is: 106 Business Center Drive, Reisterstown, MD 21136
3. Date of incorporation/qualification: Nov. 17, 1964
4. The name and address of the current registered agent and office:

Thomas E. Parnell
320 West Fletcher Avenue, Suite 104
Tampa, Florida 33612

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

Gary N. Gerson, Esq.
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

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)

9-24-97
(Date)

Michael Stern, 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)

9/30/97
(Date)

If signing on behalf of an entity:

Gary N. Gerson
(Typed or Printed Name)

(Capacity)