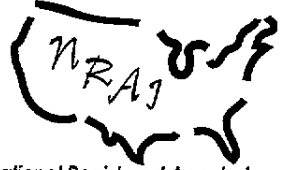




CHARLES BACLET
AND
ASSOCIATES, INC.



CBA is an affiliate of National Registered Agents, Inc.

FOOOOOOO35/3

VIA U.S. MAIL

December 21, 2000

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-12/26/00--01080--006
*****35.00 *****35.00

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee FL 32314

RE: Target Media Partners Operating Company

Dear Sir/Madam:

Enclosed for filing, please find the appropriate document required by your state for changing the registered agent to National Registered Agents, Inc. Also, please find a check in the amount of \$35.00 to cover your filing fees.

Please process as soon as possible and return a filed stamped copy in the enclosed self-addressed stamped envelope.

If you have any questions or if I can help you in any way possible, please call.

Very truly yours,

CHARLES BACLET AND ASSOCIATES, INC.

Mercy Lopez
Mercy Lopez
Paralegal

Enclosures

FILED
00 DEC 26 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change

T BROWN JAN - 8 2001

**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 Nevada 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: TARGET MEDIA PARTNERS OPERATING COMPANY
2. The mailing address of the corporation is: 5900 Wilshire Blvd., Suite 650, Los Angeles, CA 90036
3. Date of incorporation/qualification: June 21, 2000 Document number: F00000003513
4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
- NRAI Services, Inc.
- 526 East Park Avenue
- 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.

Susan M. Humphreville
(Signature of an officer, chairman or vice chairman of the board)

December 18, 2000
(Date)

Susan M. Humphreville, Chief Financial Officer
(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.

NRAI Services, Inc.

(Signature of Registered Agent)

December 21, 2000
(Date)

If signing on behalf of an entity:

Charles Baclet

(Typed or Printed Name)

Vice President

(Capacity)

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