

F94000005307



ACCOUNT NO. : 072100000032

REFERENCE : 299667 4375356

AUTHORIZATION : *Patricia*

COST LIMIT : \$ 35.00

ORDER DATE : July 7, 1999

ORDER TIME : 4:18 PM

ORDER NO. : 299667-010

CUSTOMER NO: 4375356

CUSTOMER: Ms. Deborah Goldman-levi
Sfx Entertainment, Inc.
650 Madison Avenue
16th Floor
New York, NY 10022

900002937119--3

CHANGE OF AGENT

NAME: PACE MOTOR SPORTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

FILE 2ND

CONTACT PERSON: Tamara Odom

FILED
99 JUL 21 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. COULLETTE JUL 21 1999

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 21 AM 8:53

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**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 TEXAS 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: PACE MOTOR SPORTS, INC.
2. The mailing address of the corporation is: c/o SFX Entertainment, Inc. 650 Madison Avenue New York, NY 10022
3. Date of incorporation/qualification: 10-#2-94 Document number: _____
4. The name and address of the current registered agent and office:

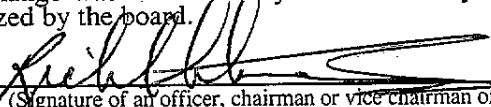
GOODSTONE DEBRA WEISS ESQ. ZACK, HANZMAN, PONCE ET AL
100 SE 2ND STREET, #2800
MIAMI, FL 33131

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 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.


(Signature of an officer, chairman or vice chairman of the board)

7/13/99
(Date)

Richard A. Liese, Assistant Secretary
(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.

By: Tabatha Fiorelli
(Signature of Registered Agent)

7/19/99
(Date)

If signing on behalf of an entity:

Tabatha Fiorelli Asst VP
(Typed or Printed Name) (Capacity)

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

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99