

F95000002002



ACCOUNT NO. : 072100000032

REFERENCE : 806671 4319220

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pigato

ORDER DATE : August 22, 2000

ORDER TIME : 12:02 PM

ORDER NO. : 806671-080

CUSTOMER NO: 4319220

800003392028--3

CUSTOMER: Ms. Carol Menniti
Viacom Inc.
1515 Broadway
51-17
New York, NY 10036

CHANGE OF AGENT

NAME: STATION HOLDINGS B INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

Q. COULLETTE SEP 14 2000

FILED
00 SEP 13 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
SEP 13 2000
DIVISION OF CORPORATE
AND FINANCIAL SERVICES
TALLAHASSEE, FLORIDA

00 SEP 13 PM 12:58

RECEIVED

**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 Delaware 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: STATION HOLDINGS B INC.
2. The mailing address of the corporation is: 51 West 52nd Street, New York, NY 10019
3. Date of incorporation/qualification: 04/25/1995 Document number: F95000002002
4. The name and address of the current registered agent and office:

CT Corporation System

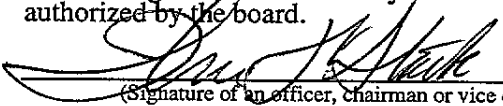
1200 South Pine Island Road

Plantation, FL 33324

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

8/11/2000
(Date)

Ilene W. Stack, 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.

Corporation Service Company

By:


(Signature of Registered Agent)

8/24/2000
(Date)

If signing on behalf of an entity:

Carol K. Dolor

(Typed or Printed Name)

Asst. Vice Pres.

(Capacity)

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