



F96000000046

ACCOUNT NO. : 072100000032

REFERENCE : 551813 76202A

AUTHORIZATION :

Patricia Pzyts

COST LIMIT : \$ 35.00

ORDER DATE : October 2, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 551813-005

000002311426--1

CUSTOMER NO: 76202A

CUSTOMER: Mr. Fred Handsman
Video Usa Entertainment, Inc.
10 Fifth Street

Valley Stream, NY 11581

CHANGE OF AGENT

NAME: VIDEO U.S.A. ENTERTAINMENT,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

FILED
97 OCT -3 PM 4:29
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT -3 PM 12:06
DIVISION OF CORPORATION

10/7
Jon
R.A. Chang



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 6, 1997

CSC
ANDREW
TALLAHASSEE, FL

SUBJECT: VIDEO U.S.A. ENTERTAINMENT, INC.
Ref. Number: F96000000046

We have received your document for VIDEO U.S.A. ENTERTAINMENT, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00048913

RESUBMIT

Please give original
submission date as file date

97 OCT -5 PM 3:28
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, 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
NEW YORK submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____

VIDEO U.S.A. ENTERTAINMENT, INC.

1b. Date of incorporation: _____ Document number _____

2. The name and address of the current registered agent and office:

FRANK CORTES

713 S. PINELLAS AVE.

TARPON SPRINGS

FL

34689

3. The name and address of the new registered agent and office:

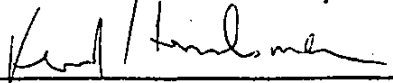
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent 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
9/26/97
DATE

Fred Landsman - Pres.
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
VICKI SCHREIBER

SIGNATURE BY: Vicki Schreiber
ASST. VICE PRESIDENT

DATE 10/2/97

FILED
97 OCT - 3 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

F96000001449

OUR FILE NUMBER: 960409000
WRITER'S DIRECT DIAL NUMBER: (305) 376-6023
WRITER'S E-MAIL ADDRESS: abuttari@gunster.com

September 8, 1997

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

Re: UNIBANCO - UNIAO DE BANCOS BRASILEIROS S.A.

Dear Sir/Madam:

Enclosed, for filing, is a fully executed Statement of Change of Registered Agent and Registered Office for the above referenced Florida corporation. Also enclosed is a check in the amount of \$35.00 to cover your filing fees.

Please provide the undersigned with a Certificate of Registered Agent as filed in your office.

Sincerely,



Astrid Buttari
Corporate Legal Assistant

/ab
Enc.

900002291429--6
-09/12/97--01025--022
*****35.00 *****35.00

APPROVED
AND
FILED

97 OCT 14 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

One Biscayne Tower
Two South Biscayne Boulevard, Suite 3400 • Miami, FL 33131-1897
(305) 376-6000 Fax: (305) 376-6010 e-mail: clientservices@gunster.com
<http://www.gunster.com>

FORT LAUDERDALE • MIAMI • PALM BEACH • STUART • TALLAHASSEE • VERO BEACH • WEST PALM BEACH

Out
F96000001449
RACH
10-10-97
UPX