



THE UNITED STATES
CORPORATION
COMPANY

F960000003812

ACCOUNT NO. : 072100000032

REFERENCE : 097770 4301771

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 35.00

ORDER DATE : January 13, 1999

ORDER TIME : 9:31 AM

ORDER NO. : 097770-005

CUSTOMER NO: 4301771

CUSTOMER: June Fisnar, Legal Assistant
Paul Weiss Rifkind Wharton &
1285 Avenue Of The Americas
28th Floor
New York, NY 10019-6064

RA
Change

400002745594--4

CHANGE OF AGENT

NAME: CIRQUE DU SOLEIL ORLANDO, INC.

FILED
99 JAN 19 PM 3:59
TALAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

RECEIVED
99 JAN 19 AM 9:54
DIVISION OF CORPORATION

*02250, 00614, 00672

1/19/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 19, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: CIRQUE DU SOLEIL ORLANDO, INC.
Ref. Number: F96000003812

We have received your document for CIRQUE DU SOLEIL ORLANDO, 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:

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 599A00002421

RESUBMIT

Please give original
submission date as file date.

RECEIVED
JAN 22 1999
CORPORATION

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

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: Cirque Du Soleil Orlando, Inc.

2. The mailing address of the corporation is: 1478 East Buena Vista Drive, Lake Buena

Vista, Orlando, Florida, 32830 - C/O Vice President, Business and Legal Affairs and Secretary

3. Date of incorporation/qualification: July 26, 1998 Document number: F96000003812

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

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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

Louis Parenteau / Cirque Du Soleil Orlando, Inc.

1478 East Buena Vista Drive, Lake Buena Vista,

Orland, Florida, 32830 C/O Vice President, Business and Legal Affairs and Secretary

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.

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

Dec. 4 / '98
(Date)

Louis Parenteau, Secretary

(Printed or typed name and title)

Dec. 4 / '98
(Date)

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.

Louis Parenteau
(Signature of Registered Agent)

Dec. 4 / '98
(Date)

If signing on behalf of an entity:

Louis Parenteau, Secretary

(Typed or Printed Name)

Dec. 4 / '98
(Capacity)