

VENTURE LAW CORPORATION

688 West Hastings Street, Suite 618
Vancouver, British Columbia V6B 4P1
Telephone: (604) 659-9188
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J 27759

July 30, 1998

By Courier

Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32299

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-08/03/98--01103--004
*****35.00 *****35.00

Dear Sir/Madam:

Re: EPL Ventures Corp.

Please accept for filing the enclosed Statement of Change of Registered Office and Registered Agent for EPL Ventures Corp. We have enclosed a check for \$35.00 for the filing fee.

Thank you for your assistance in this and other matters.

Yours sincerely,

VENTURE LAW CORPORATION



Thomas Braun
Legal Assistant

Encl.

cc: CT Corporation System - Seattle
Attn: Angela Walker
Invoice No. 0001149650-01
Customer No. 09100364859

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State, Sandra B. Mortham, 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 Florida 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: EPL VENTURES CORP.

2. The mailing address of the corporation is: 999 - 3rd Ave., Suite 3800
Seattle, WA 98104

3. Date of incorporation/qualification: 08/07/1986 Document number: J27759

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

Littman, Eric P.

1428 Brickell Avenue, 8th Floor

Miami, Florida

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

CT Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

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FLORIDA

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)

February 10, 1998
(Date)

Nora Coccaro, President
(Printed or typed name and title)

02 10.95
(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.

See attached Consent to Act
(Signature of Registered Agent)

February 2, 1998
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

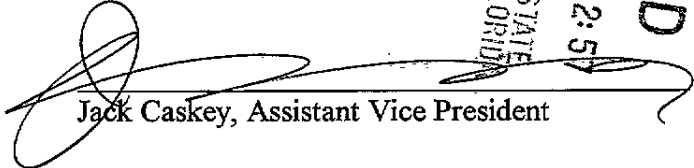
CONSENT TO SERVE AS REGISTERED AGENT

C T Corporation System, c/o C T Corporation System 1200 South Pine Island Road, Plantation, Florida 33324, does hereby consent to serve as Registered Agent for the following company:

EPL Ventures Corp.

We understand that as the agent, it will be our responsibility to receive service of process; to forward all mail; and to immediately notify the Office of the Secretary of State in the event of our resignation, or of any changes in the Registered Office address.

DATED this 2nd day of February, 1998


Jack Caskey, Assistant Vice President

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