

L000000007726

Mr. Eugene S. Bem
Iphimedia L.C.
545 8th Avenue #401
New York, New York 10018

July 3, 2002

Florida Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam,

Attached is a Statement of Change of Registered Agent and Registered Office for
Iphimedia L.C. document number: L00000007726. The previous Registered Agent and
Registered Office was:

Mr. Douglas Stratton
407 Lincoln Road #407
Miami Beach, Florida 33139

L-7726

The new Registered Agent and Registered Office is:

Mr. Marc L. Brumer
Museum Tower Suite 2600
150 West Flagler Street
Miami, Florida 33130

200006248312--6
-07/08/02--01047--001
*****25.00 *****25.00

If you have any questions please call 888-340-0572. Thank you.

Sincerely,


Eugene S. Bem

APPROVED
AND
FILED
02 JUL -8 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
7-9-02

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: Iphimedia LLC

2. The mailing address of the limited liability company is: _____

407 Lincoln Road suite 2A Miami Beach, FL 33139

06/29/2000

3. Date of filing/registration in Florida

L00000007726

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Stratton, Douglas D
Name

407 Lincoln Road suite 2A
Address

Miami Beach FL 33139
City, State and Zip

6. The name and address of the new registered agent and/or office:

Mr. Marc L. Bruner
Name

Museum Tower suite 2600 150 West Flagler Street
Florida street address (P.O. Box NOT acceptable)

Miami FL 33130
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Eugene S. Ben
(Signature of a member or authorized representative of a member)

Eugene S. Ben
(Printed or typed name of signee)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

[Signature]
(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

02 JUL -8 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED