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May 9, 2001

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Via Federal Express

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: CDCoupon Franchising, LLC - Statement of Change of Registered
Office and Notice of Change of Principal Address and Mailing Address

Ladies and Gentlemen:

Enclosed please find for immediate filing Statement of Change of Address of Registered Office for the above reference company, along with a check in the amount of \$35.00, payable to the Florida Department of State, to remit payment for the applicable filing fees.

Please date stamp the enclosed extra copy of the Change of Address and Registered Office and return it to: William Jacques, Esq., 210 West Pennsylvania Avenue, Suite 400, Towson, Maryland 21204, in the self addressed stamped envelope provided for your convenience.

Please note that the Company's new Principal Address and Mailing Address is: One Financial Plaza, Suite 2504, 100 S.E. 3rd Avenue, Fort Lauderdale, Florida 33394.

Please do not hesitate to contact me if you have any questions. Thank you for your attention to this matter.

Very truly yours,

William D. Jacques

WDJ:cms

Enclosures
225800

mtu
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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: CDcoupon Franchising, LLC
2. The mailing address of the limited liability company is : One Financial Plaza, Suite 2504
100 S.E. 3rd Avenue, Fort Lauderdale, Florida 33394

01/08/01

3. Date of filing/registration in Florida
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:

Anthony R. Morgenthau
Name
3333 W. Commercial Boulevard, Suite 201
Address
Fort Lauderdale, Florida 33309
City, State and Zip

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

Anthony R. Morgenthau

Name
One Financial Plaza, Suite 2504, 100 S.E. 3rd Avenue
Florida street address (P.O. Box **NOT** acceptable)

Fort Lauderdale FL 33394

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.

(Signature of a member or authorized representative of a member)

Richard M. Andzel
(Printed or typed name of signer)

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 of Registered Agent)

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