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CAPITOL SERVICES, INC.

April 10, 1997

L97000000283

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

FILED  
97 APR 14 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: SHOWTIME PICTURES - FLORIDA, L.C.

Please find duplicate originals of the Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company for the company referenced above.

Our check in the amount of \$35.00 is attached as the cost of the filing.

Please return evidence of filing by First Class Mail using the envelope provided.

Thank you!!!!

Sincerely,

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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 LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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.

1a. The name of the limited liability company is: SHOWTIME PICTURES - FLORIDA, L.C.

1b. The mailing address of the limited liability company is: 200 Navarro, San Antonio, TX  
78205

1c. Date of filing/registration in Florida: March 7, 1997 Document number: 197000000283

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

NRAI SERVICES, INC.  
526 E. Park Avenue  
Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. BOX NOT ACCEPTABLE)

Glen Foster  
6400 Carrier Drive  
Orlando, FL 32819

After the change or changes are made, the street address of the registered office and the business office of the registered agent will be identical.

Such change was authorized by affirmative vote of a majority of the members of the limited liability company or as provided in the articles of organization or the regulations of the limited liability company.

X Suzanna Almond  
(Signature of a member or  
authorized representative of a member)

3/10/97  
(Date)

Suzanna Almond Treasurer  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated limited liability company, 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.

X [Signature]  
(Signature of Registered Agent)

4/7/97  
(Date)

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

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