

L99000001583
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January 3, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Sun Dog Films, LLC
Our File No. 11081.99-0593

Ladies and Gentlemen:

On behalf of the above-captioned limited liability company, enclosed for filing is a Statement of Change of Registered Agent and Registered Office and a Resignation Form. Also enclosed is a check in the amount of \$35.00 made payable to the "Florida Department of State" to cover the filing fees.

Kindly acknowledge receipt of the enclosed by signing the enclosed copy of this letter and returning it to me in the envelope provided.

If you have any questions, please do not hesitate to call me.

Sincerely,


R. Reid Haney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RRH/jdf
Enclosure

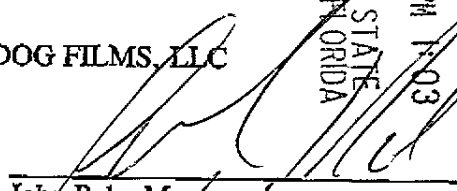
**STATEMENT OF CHANGE OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.416, Florida Statutes, the undersigned limited liability company (the "Company"), organized under the laws of the State of Florida, submits the following statement in order to change its registered agent and registered office:

1. The name of the Company is Sun Dog Films, LLC.
 - a. Date of organization: March 19, 1999
 - b. Document number: L99000001583
2. The name and address of the current registered agent and office is John L. Puls, 3502 Henderson Boulevard, Suite 300, Tampa, Florida 33609.
3. The name and address of the new registered agent and office is Lou Maggio, 9935 Fawn Ridge Dr. Jacksonville, FL. 32256
4. The street address of the registered agent and the street address of the business office of its registered agent, as changed, will be identical.
5. This change of registered agent and registered office was authorized by resolution duly adopted by the Managers of the Company.

SUN DOG FILMS, LLC

By:


John Puls, Manager

Date:


11/19/99

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED HEREIN, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF REGISTERED AGENT AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATION OF THE POSITION OF REGISTERED AGENT.


Lou Maggio

Date:

12-14-99