



MO1000001058

ACCOUNT NO. : 072100000032

REFERENCE : 326225 4338892

AUTHORIZATION : *Patricia Figueroa*

COST LIMIT : \$ 25.00

ORDER DATE : July 31, 2001

ORDER TIME : 11:33 AM

ORDER NO. : 326225

CUSTOMER NO: 4338892

CUSTOMER: Mr. Gregory Borges
Transmedia Network, Inc.
11900 Biscayne Blvd.
Suite 460
Miami, FL 331812708

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG -3 PM 2:54
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

CHANGE OF AGENT

NAME: RTR FUNDING LLC

400004515054--3

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT#1135

EXAMINER: *JB*
8301

01 AUG -3 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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: RTR FUNDING LLC
2. The mailing address of the limited liability company is : 11900 BISCAYNE BLVD. 4TH FL
#460 MIAMI, FL 33181
3. Date of filing/registration in Florida 12/29/99
4. Document number M01000001058

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

CT CORPORATION SYSTEM
Name
1700 SOUTH PINE ISLAND ROAD
Address
PLANTATION FL 33324
City, State and Zip

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

Corporation Service Company
Name
1201 Rays Street
Florida street address (P.O. Box NOT acceptable)
Tallahassee FL 32301
City, State and Zip

01 AUG -3 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

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.

Gregory R. Borges MGRM
(Signature of a member or authorized representative of a member)

GREGORY R. BORGES MGRM
(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.

Laura R. Dunlap
(Signature of Registered Agent) Laura R. Dunlap
as its agent

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