



THE UNITED STATES
CORPORATION
COMPANY

M960000000520

ACCOUNT NO. : 072100000032

REFERENCE : 309249 4338892

AUTHORIZATION :

Patricia Kizut

COST LIMIT : \$ 35.00

ORDER DATE : July 15, 1999

ORDER TIME : 9:26 AM

ORDER NO. : 309249-005

CUSTOMER NO: 4338892

100002933221--9

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

CHANGE OF AGENT

NAME: TNI FUNDING COMPANY I, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

FILED

99 JUL 16 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

99 JUL 16 AM 12:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

54
7-16-99

**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: TNI FUNDING COMPANY I, LLC.

2. The mailing address of the limited liability company is : 11900 Biscayne Boulevard,
Suite 460, North Miami, Florida 33181

12/23/1996
3. Date of filing/registration in Florida

M96000000520
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:

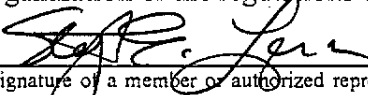
Stephen Lerch
Name
11900 Biscayne Boulevard, Suite 460
Address
North Miami, Florida 33181
City, State and Zip

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

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

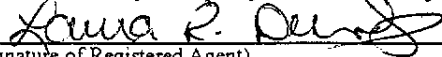
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 a majority of the members of the limited liability company or as otherwise provided in the articles of organization or the regulations of the limited liability company.


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

Stephen Lerch, Vice President
(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. 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.

By: 
(Signature of Registered Agent)

Laura R. Dunlap
as its agent

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