

Law Offices

HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 2600
P.O. Box 1526 (ZIP 32802-1526)
Orlando, Florida 32801

407-425-8500
FAX 407-244-5288
www.hklaw.com

Atlanta — Northern Virginia
Boston — Orlando
Fort Lauderdale — Providence
Jacksonville — San Francisco
Lakeland — St. Petersburg
Melbourne — Tallahassee
Mexico City — Tampa
Miami — Washington, D.C.
New York — West Palm Beach

February 25, 1999

STEPHEN R. LOONEY
DIRECT DIAL: 407-244-1148
30TH FLOOR FAX: 407-244-5170
Internet Address:
slooney@hklaw.com

CERTIFIED MAIL RETURN RECEIPT

REQUESTED **Z 141 456 953**

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

600002792616--5
-03/02/99--01082--001
*****35.00 *****35.00

Re: Statement of Change of Registered Office or Registered Agent
or Both for Limited Liability Company - Antiquities of Florida L.L.C.

Dear Madam:

Enclosed are the following items:

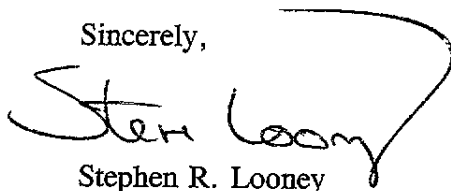
1. Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company for Antiquities of Florida L.L.C.
2. Check in the amount of \$35.00, payable to the Division of Corporations, for the filing fee.

Pursuant to the Statement of Change, the registered name and address of the new registered agent in Florida for Antiquities of Florida, L.L.C. are as follows:

Stephen R. Looney
200 South Orange Avenue
Suite 2600
Orlando, FL 32801

If you have any questions concerning this matter, please contact me at your convenience.

Sincerely,


Stephen R. Looney

SRL/lls
Enclosures
cc: Mitchell G. Menaker

FILED
99 MAR -2 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

52
3-15-99

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 Nevada submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.
(PLEASE PRINT)

- 1a. The name of the limited liability company is: Antiquities of Florida L.L.C., a
Nevada limited-liability company dba Starabilia's
- 1b. The mailing address of the limited liability company is: c/o Alan C. Sklar, Esq.
221 North Buffalo Drive, Suite A, Las Vegas, NV 89128
- 1c. Date of filing/registration in Florida: 8/15/97 Document number: M97000000116

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

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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

Stephen R. Looney
Holland & Knight

200 South Orange Avenue
Suite 2600

Orlando, Florida 32801

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.

Menaker Management, Inc.,
a Nevada corporation

February 23, 1999

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

(Date)

By: Mitchell Menaker President

(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 obligations of my position as registered agent.

(Signature of Registered Agent)

(Date)

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