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May 18, 2000

VIA CERTIFIED MAIL-
RETURN RECEIPT REQUESTED

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

RE: Worldwide Cafes, Inc.
Our File: 1107-001

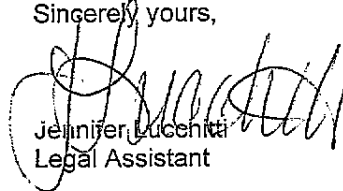
FILED
SECRETARY OF CORPORATIONS
00 MAY 22 AM 11:07

Dear Ladies/Gentlemen:

Enclosed, please find the original, signed Statement of Change of Registered Office or Registered Agent or Both for Corporations, along with our firm check in the amount of \$35.00 to change the Registered Agent for the above corporation.

If you have any questions or require anything further, please do not hesitate to contact our office. Thank you for your assistance in this matter.

Sincerely yours,


Jennifer Lucchitta
Legal Assistant

vjsl
Enclosure

RA Chg.

V. SHEPARD JUN 7 2000

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,
the undersigned corporation 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
the State of Florida.

1. The name of the corporation is: Worldwide Cafes, Inc.
2. The mailing address of the corporation is: 7701 Horse Ferry Road East, Orlando, FL 32835
3. Date of incorporation/qualification: 5/11/00 Document number: P00000047167
4. The name and address of the current registered agent and office:

UCC FILING & SEARCH SERVICES, INC.

526 E PARK AVENUE

TALLAHASSEE, FL 32301

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

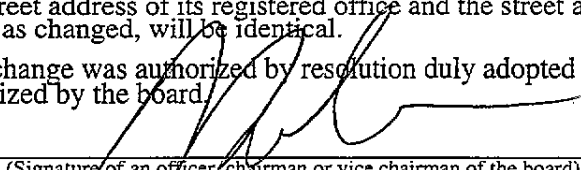
Miller, South & Di Masi, P.A.

2699 Lee Road, Suite 120

Winter Park, FL 32789

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

5/11/00
(Date)

President, David J. Dobrusin
(Printed or typed name and title)

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


(Signature of Registered Agent)

5/11/00
(Date)

If signing on behalf of an entity:

Jeffrey P. Milhausen, Esq.
(Typed or Printed Name)

Attorney/Partner
(Capacity)

*** FILING FEE: \$35.00 ***