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June 29, 2000

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

FILED
00 JUL -7 PM 4:24
TALLAHASSEE, FLORIDA

Re: US AMUSEMENT SYSTEMS, INC.

Dear Sir/Madam:

Enclosed herewith please find the following documents which I would greatly appreciate your filing at your earliest possible convenience:

1. Resignation of Resignation Agent
2. Statement of Change of Registered Office and Registered Agent

Enclosed please find our check in the amount of \$70.00 representing the costs of filing same.

Thank you for your attention to this matter and should you have any questions concerning the foregoing, please feel free to contact my office.

Sincerely,

Kraig S. Weiss, Esq.
For the Firm

KSW/lf
encl.

RDA Change
7-19-00
KSW

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-07/07/00--01069--003
*****70.00 *****70.00
\$35.00

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

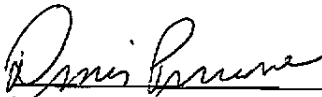
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OFFICE OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

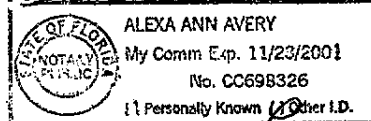
1. The name of the corporation is US AMUSEMENT SYSTEMS, INC
2. Then name and address of its last registered agent was Leon Swichkow, 3170 North Federal Highway, Lighthouse Point, Florida 33064.
3. The name and street address to which its registered agent is to be changed is Dennis Perricone, at 1451 West Cypress Creek Road, Fort Lauderdale, Florida 33309.
4. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
5. Such change was authorized by resolution duly adopted by its Board of Directors on June 28, 2000.


Dennis Perricone, President

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligation of Section 607.325, Florida Statutes.

DATED this 28 day of June, 2000.


Dennis Perricone



H. L. T.