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January 11, 2001

Division of Corporations

ATTN: REGISTERED AGENT STATEMENT OF CHANGE

Post Office Box 6327

Tallahassee, Florida 32314

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*****35.00 *****35.00

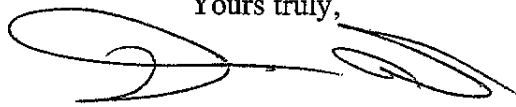
RE: Aqua Zoo, Inc.
Name Change of Registered Agent

Ladies/Gentlemen:

Enclosed is a "Statement of Change of Registered Office or Registered Agent or Both for Corporations" for the above corporation along with our firm's check in the amount of \$35.00 representing the filing fee for said change.

Should you have any questions, please do not hesitate to contact our office.

Yours truly,



Daniel D. Akel

DDA/sml

Enclosure

cc: Mr. Nancy Draughon

FILED
01 JAN 12 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

dc
1-17-01
na chg

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, in the State of Florida.

1. The name of the corporation is: Aqua Zoo, Inc.

2. The mailing address of the corporation is : 5 Hopson Road, Jacksonville Beach, FL 32250

3. Date of incorporation/qualification: 6/20/00 Document number: P00000059657

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

Nancy Draughon
5 Hopson Road
Jacksonville Beach, Florida 32250

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

Daniel D. Akel, Esquire
One Independent Drive, Suite 2301
Jacksonville, Florida 32202

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

1/9/01
(Date)

Mark R. Draughon, President
(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]
(Signature of Registered Agent)

1-11-01
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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01 JAN 12 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA