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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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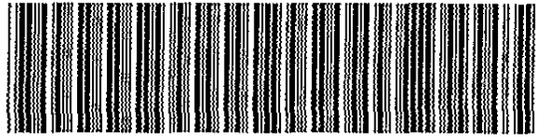
(Business Entity Name)

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DAVID L. PARTLOW, P.A.
ATTORNEYS AT LAW

TRANSWORLD CENTER, SUITE 210
4100 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609-2244

David L. Partlow, Esq.

(813) 287-8337 • FAX (813) 287-8234

Josiah E. Hutton, Esq.

March 21, 2003

The Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32304

Re: TRAVEL VIDEO INTERNATIONAL, INC,

Dear Sirs:

Please find enclosed a Statement of Change Of Registered Agent and Office and our check # 4541 in the amount for \$35.00 for change of registered agent.

If you have any questions or comments, please do not hesitate to contact us.

Sincerely,



Heather H. Hines,
Assistant

Enclosures (2)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR 24 PM 3:05

To: The Department of State, Division of Corporations
Tallahassee, FL 32304

Pursuant to the provisions of Fla.Stat. §§ 607.034 and 607.037 of the Florida General Corporations Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered agent and registered office, in the State of Florida.

(1) The name of the Corporation is TRAVEL VIDEO INTERNATIONAL, INC.

(2) The address of its present registered agent is:

4805 West Laurel Street, Suite 230
Tampa, FL 33607

(3) The address to which its registered agent is to be changed is:

5005 West Laurel Street, Suite 115
Tampa, FL 33607

(4) The name of its present registered agent is: KENNETH J. MORILAK.

(5) The name of its successor registered agent is: MARTIN NEMEC

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

(7) Such change was authorized by resolution duly adopted by its Board of Directors.

Dated this 6th day of December, 2002.

TRAVEL VIDEO INTERNATIONAL, INC.


MARTIN NEMEC, President

[Corporate Seal]

Attest:


Secretary


Successor Registered Agent

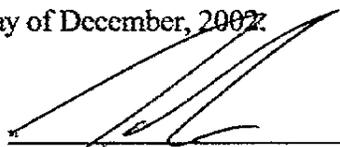
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. TRAVEL VIDEO INTERNATIONAL, INC. is a Corporation organized or qualified under the laws of the State of Florida, with its principal place of business at 5005 West Laurel Street, Suite 115, Tampa, FL 33607, County of Hillsborough, State of Florida;
2. TRAVEL VIDEO INTERNATIONAL, INC. hereby names MARTIN NEMEC, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;
3. TRAVEL VIDEO INTERNATIONAL, INC. hereby designates as its registered office, the street address of said registered agent's place of business, which is 5005 West Laurel Street, Suite 115, Tampa, FL 33607, County of Hillsborough, State of Florida.

SUBMITTED this 6th day of December, 2002.


MARTIN NEMEC, as President of
TRAVEL VIDEO INTERNATIONAL, INC.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

12/06/02
DATE


Registered Agent