

THE LAW FIRM OF

FRANK • WEINBERG • BLACK, P.L.

P01000045610

May 14, 2001

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

DAVID W. BLACK
STEVEN W. DEUTSCH
*STEVEN C. ELKIN
NEIL G. FRANK
E. J. GENEROTTI
BRUCE HURWITZ
RANDY J. NATHAN
DANIELLE L. ROSEN
MARC A. SILVERMAN
ROBERT T. SLATOFF
STEVEN A. WEINBERG

*Of Counsel

RE: Oceanwalk Amusement, Inc.
Document No. P01000045610
Our File: 7662.000

000004273580--3
-05/21/01--01110--012
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the original Statement of Change of Registered Office and Registered Agent with respect to Oceanwalk Amusement, Inc.

Please file the enclosed Statement providing that I will be the Registered Agent for the above-referenced Corporation rather than Corporation Service Company. Please provide proof of filing upon completion.

I am enclosing our firm's check in the amount of \$35.00 representing the filing fee due in this matter.

Thank you for your assistance in this matter.

Sincerely,

FRANK, WEINBERG & BLACK, P.L.


Steven A. Weinberg,
for the Firm

SAW/km

Encls.

cc: Mr. Norman Greif
Div of Corp. ltr

FILED
01 MAY 21 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA Change
T. LEWIS
MAY 24 2001

Charter No. P01000045610

Date Filed 5/7/01

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, 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: OCEANWALK AMUSEMENT, INC.

2. The name and address of its present registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:

(P.O. BOX NOT ACCEPTABLE)

Mr. Steven A. Weinberg, Esq.

7805 S.W. 6th Court

Plantation, Florida 33324

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

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

Signature

(President or Vice President)

Date

5/10/01

FILED
01 MAY 21 AM 11:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Steven A. Weinberg

Signature

(Agent)

Date

5/10/01