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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RO change
SP 11/5/98

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 _____ 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: SPB #3 PIZZA CORP.
2. The mailing address of the corporation is: 6298 N. FEDERAL HWY BOCA RATON FL 33487
3. Date of incorporation/qualification: 9-27-93 Document number: #P93 0000686
4. The name and address of the current registered agent and office:

JOSEPH SHANE
6298 N. FEDERAL HWY 4838 N. FED. HWY
BOCA RATON FL 33487 FT. LAUDERDALE FL 33308

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

JOSEPH SHANE
6298 N. FEDERAL HWY
BOCA RATON FL 33487

The street address of its registered office and the street address of the business office, if 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.

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

10-30-98
(Date)

JOSEPH SHANE
(Printed or typed name and title)

10-30-98
(Date)

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.

JOSEPH SHANE
(Signature of Registered Agent)

10-30-98
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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