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ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

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FACSIMILE  
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November 16, 1998

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

Re: NEW WORLD INTERACTIVE, INC.  
EZCONY INTERNATIONAL CORPORATION

Dear Sir/Madam:

Enclosed please find an executed Statement of Change of Registered Office or Registered Agent or Both for each of the above-captioned corporations, along with a check in the amount of \$70 made payable to the Florida Department of State. Please file these documents and provide the undersigned with confirmation thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if you have any questions.

Sincerely,

ADORNO & ZEDER, P.A.

*Justin T. Wilson*  
Justin T. Wilson  
Legal Assistant

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-11/18/98--01072--017  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

encl.

*ROA Change*  
*11-24-98*  
*PAZ*

FILED  
98 NOV 18 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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: New World Interactive, Inc.
2. The mailing address of the corporation is : 7620 N.W. 25th Street, Units 4 & 5  
Miami, FL 33122
3. Date of incorporation/qualification: 12/29/93 Document number: P93000088515
4. The name and address of the current registered agent and office:

Brian K. Goodkind  
2601 S. Bayshore Drive, Suite 1600  
Miami, FL 33133

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

A Z Registered Agent Corporation  
2601 S. Bayshore Drive, Suite 1600  
Miami, FL 33133

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.

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

11/4/98  
(Date)

Ezra Cohen, 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.

Justin T. Wilson  
(Signature of Registered Agent)

11/16/98  
(Date)

If signing on behalf of an entity:

A Z Registered Agent Corporation  
(Typed or Printed Name)

Secretary and Treasurer  
(Capacity)