

LAW OFFICES OF JUSTIN G. JOSEPH, P.A. ATTORNEYS AT LAW

Justin G. Joseph David P. Folkenflik Bart J. Colorafi 1266 S.Pinellas Avenue Tarpon Springs, FL 34689

Tel: 813-938-2227 Telecopier: 813-938-8447

May 26, 1998

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

RE: Ballyhoo Grill, Inc.

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Dear Sir(s):

Enclosed please find the Statement of Change of Registered Office or Registered Agent or Both for Corporations regarding the above-referred corporation. Please also find our client's check in the amount of \$35.00 for the filing fee.

Please cause same to be entered of record at your earliest. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact this office.

Sincerely,

Karen H. Midkiff

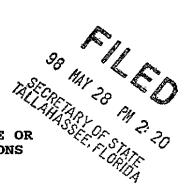
KHM Enclosures

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, 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: Ballyhoo Grill, Inc.
- 1a. Date of incorporation: December 19, 1994
 Document number: P94000091635
- The name and address of the current registered agent and office: Gary M. Fernald, 300 Midway Island, Clearwater, Florida 34630
- 3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable): Justin G. Joseph, 1266 South Pinellas Avenue, Tarpon Springs, Florida 34689.

The street address of its registered agent 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:	Christresse
_	CHRIS FRAGALE, PAESIDENT
DATE:	5-13-98

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.

SIGNATURE JUSTIN G. JOSEPH
DATE: 5-13-9