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LAW OFFICES

PRETZEL & STOUFFER Chartered

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FAX NUMBER 312/346-8242

September 15, 1998

AUTHOR'S DIRECT DIAL

PLEASE REFER TO OUR FILE NUMBER

312/578-7714

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

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-10/12/98--01085--007
*****35.00 *****35.00

Re: *Miami Sport and Social Club, Inc.*

Dear Sir or Madam:

Enclosed is an original and one (1) copy of a Statement of Change of Registered Office or Registered Agent or Both, and Certificate of Designation, for the above-captioned corporation, together with our check in the amount of \$35.00 for the filing fees.

Upon filing of the Statement and Certificate, please return a file-stamped copy to us in the enclosed, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,

PRETZEL & STOUFFER, CHARTERED

BY: MDR
Mark D. Roth

Enc.

cc: Sandra M. Thomas

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 12 PM 12:19

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AND
FILED

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Hon. James B. Durkin

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

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: Miami Sport and Social Club, Inc.
2. The mailing address of the corporation is: 625 N. Michigan Avenue, Suite 1600
Chicago, IL 60611
3. Date of incorporation/qualification: Dec. 12, 1995 Document number: P95000097299
4. The name and address of the current registered agent and office:

Michelle Dean

333 S. Plant Avenue, #B-5

Tampa, Florida 33606

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

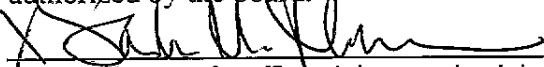
Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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.


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

9/1/98

(Date)

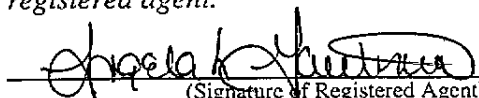
Sandra M. Thomas, President

(Printed or typed name and title)

9/1/98

(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.


(Signature of Registered Agent)

10/7/98
(Date)

CORPORATION SERVICE COMPANY
If signing on behalf of an entity:

Angela L. Gawlinski
(Typed or Printed Name)

ASST. SEC.
(Capacity)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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