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ROBERT D. CHAPIN \*  
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\* CERTIFIED BY FLORIDA BAR  
WILLS, TRUSTS AND ESTATES

LEGAL ASSISTANTS

FAYE A. WILLIAMS  
CYNTHIA C. SEAMAN  
SUSAN M. MANISCALCO

P96000056183  
April 7, 1997

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED  
P-913-010-854

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

500002139895--8  
-04/10/97--01117--003  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Re: Change of Registered Agent:

Bonzai Development Corp.  
Party Outlet of Brevard, Inc.

Dear Sir or Madam:

Enclosed please find our Statements of Change of Registered Office or Registered Agent or Both for Corporations for the above-referenced corporations. Also enclosed is our check in the amount of \$70.00 representing the fee for the change in registered agent. We look forward to receiving your acknowledgement at your earliest convenience.

If you have any questions or require any additional information, please do not hesitate to call.

Sincerely yours,

*Linda L. Mullins*

Linda L. Mullins  
Secretary to James A. Ballerano, Jr.

/lm  
Enclosures

FILED  
97 APR 10 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FA change  
04/15/97  
Dr

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.

1a. The name of the corporation is: PARTY OUTLET OF BREVARD, INC.

1b. The mailing address of the corporation is: 4833 Okeechobee Boulevard  
West Palm Beach, FL 33417

1c. Date of incorporation: 7/3/96 Document number: P96000056183

2. The name and address of the current registered agent and office:

Capital Connection  
417 E. Virginia St., Suite 1  
Tallahassee, FL 32302

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

Bonnie Levine Waznak Alvarez  
c/o The Party Outlet  
4833 Okeechobee Boulevard  
West Palm Beach, FL 33417

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97 APR 10 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

x Bonnie Levine Waznak Alvarez 4/1/97  
(Signature of an officer, chairman or vice chairman of the board) (Date)

x Bonnie L. Waznak-Alvarez Pres.  
(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.

x Bonnie Levine Waznak-Alvarez 4/1/97  
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Bonnie Levine Waznak-Alvarez Pres.  
(Typed or Printed Name) (Capacity)