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ROBERT J. GRONEK
ALSO ADMITTED IN OHIO

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ORLANDO, FLORIDA 32802

August 28, 1997

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
BUREAU OF CORPORATE RECORDS
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

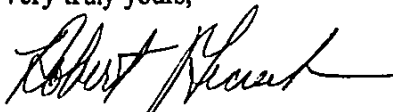
Re: Stallone's Marketplace & Cafe, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of a Statement of Change of Registered Office or Registered Agent or Both for Corporations. We have also enclosed a check in the amount of \$35.00 for the filing fee for this change.

Kindly file the enclosed document as soon as possible and return to us a certified copy. A prepaid self-addressed envelope is enclosed for your convenience. If you have any questions regarding the enclosed, please call me immediately. We appreciate your assistance.

Very truly yours,



Robert J. Gronek

RJG/msj
Enclosures

PA-Roch
PK 8

Florida Department of State, Sandra B. Mortham, Secretary of State

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: Stallone's Marketplace & Cafe, Inc.
2. The mailing address of the corporation is: 410 Knights Run, Tampa, FL 33602
3. Date of incorporation/qualification: October 18, 1996 Document number: P96000086318
4. The name and address of the current registered agent and office:

William Stallone
4807 Wingrove Boulevard
Orlando, FL 33602

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

Robert Stallone
608 Tropical Breeze Way
Tampa, FL 33607

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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.



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

August 21, 1997

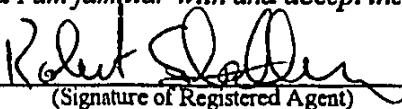
(Date)

Robert Stallone

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.



(Signature of Registered Agent)

August 21, 1997

(Date)

If signing on behalf of an entity:

N/A

(Typed or Printed Name)

N/A

(Capacity)