



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1997

SAMUEL A. LEWIS
P.O. BOX 1040
HOLLYWOOD, FL 33022

SUBJECT: CARTIER ENTERTAINMENT COMPANY
Ref. Number: P97000006737

RECEIVED
97 JUN -9 PM 12:39
DIVISION OF CORPORATIONS

We have received your document for CARTIER ENTERTAINMENT COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 797A00029737

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH FOR
CARTIER ENTERTAINMENT COMPANY**

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 CARTIER ENTERTAINMENT COMPANY.
- 1a. Date of Incorporation: January 23, 1997 Document number: P97000006737
2. The name and address of the current registered agent and office: AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.
3. The name and address of the new registered agent and office: Samuel Lewis, Esquire, Romanik Lavin Huss & Paoli, 1901 Harrison Street, Hollywood, Florida 33020.

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

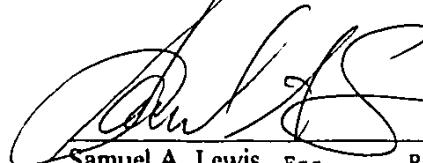
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Dated May 21, 1997.


J. Demetrius McClinton, Chairman of the Board

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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Dated May 21, 1997.


Samuel A. Lewis, Esq. Registered Agent
ROMANIK LAVIN HUSS & PAOLI
1901 Harrison Street
Hollywood, Florida 33020
(954) 922-4656