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July 31, 1997

Secretary of State
Division of Corporations
The Capitol
Plaza Level 10
Tallahassee, Florida 32399-0810

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Chances Casino Cruise, Inc.; Change of Registered Agent.

Dear Reader:

Please find enclosed the completed form for statement of change of registered office or registered agent or both for corporations. If you have any questions or need further assistance in this matter, please do not hesitate to give me a call. Thanks.

Sincerely,

Marcia Gupton

Marcia Gupton,
Secretary to Ronald W. Brown

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Enclosures

VS AUG 1 2 1997

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: Chances Casino Cruise, Inc.

2. The mailing address of the corporation is: 180-A Vilano Road
St. Augustine, Florida 32095

3. Date of incorporation/qualification: January 17, 1997 Document number: P97000001

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

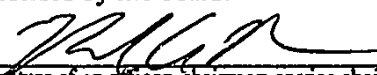
Phillip I. Dillingham
10151 Deerwood Park Blvd.
Building 100, Suite 200
Jacksonville, Florida 32256

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

Ronald W. Brown
66 Cuna Street
Suite A
St. Augustine, Florida 32084

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)

7/25/97
(Date)

Mark A. Morrow, 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)

7/25/97
(Date)

If signing on behalf of an entity:

Ronald W. Brown
(Typed or Printed Name)

Registered Agent
(Capacity)