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PLEASE REPLY TO:  
BOCA RATON

October 16, 1998

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

Re: Elite Holidays, Inc.

300002667269--2  
-10/19/98--01117--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

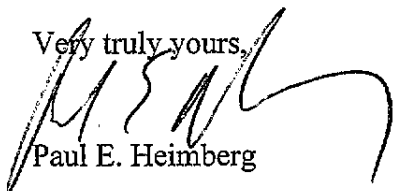
Dear Sir/Madam:

Enclosed please find your fee of \$35.00, and the Statement of Change of Principal Office of Registered Agent and Registered Agent for the above-referenced corporation.

Please forward confirmation of same in the enclosed envelope.

Thank you for your assistance.

Very truly yours,



Paul E. Heimberg

PEH:kg  
Encl.1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RA Change  
10-21-98  
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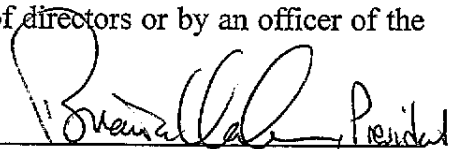
Charter Number \_\_\_\_\_  
Date Filed \_\_\_\_\_

**STATEMENT OF CHANGE OF PRINCIPAL OFFICE, REGISTERED OFFICE,  
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its principal office, registered office and registered agent in the State of Florida.

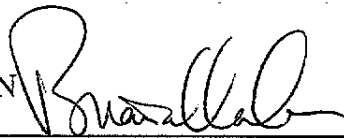
1. The name of the corporation is: ELITE HOLIDAYS, INC.
2. The street address to which the principal office is to be changed is:  
20975 Pinar Trail  
Boca Raton, Florida 33433
3. The name and address of its present registered agent is:  
Paul E. Heimberg  
7015 Beracasa Way, Suite 204  
Boca Raton, Florida 33433
4. The name and street address to which its registered agent is to be changed is:  
Brian A. Kahan  
20975 Pinar Trail  
Boca Raton, Florida 33433
5. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
6. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature  President  
Brian A. Kahan, President

Date 10/5/98

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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

BRIAN A. KAHAN   
Signature: \_\_\_\_\_  
Agent

Date: 10/5/98