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March 3, 1998

Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Multimedia Enterprises, Inc. (the "Company")
(Domestic Corporation)

Dear Sir/Madam:

Enclosed is a completed and signed Statement of Change of Registered Office or Registered Agent for Corporations for the Company. Also enclosed is check no. 1151 in the sum of \$35.00 payable to Florida Department of State as payment of fee.

Please forward filing receipt to:

Robinson Brog Leinwand Greene Genovese & Gluck, PC
Attention: Tiffany Cerroni
1345 Sixth Avenue - 31st floor
New York, NY 10105

If you should have any questions, please contact me.

Sincerely,

Tiffany Cerroni
Tiffany Cerroni
Paralegal

RA Chg.

Enclosures

TC/jc

VS MAR 11 1998

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 Florida.

1a. The name of the corporation is: Multimedia Enterprises, Inc.

1b. Date of incorporation: March 26, 1997 Document number P97000027

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

NRAI Services, Inc. - 526 East Park Avenue, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

Ed Locker, 19929 Trevi Way, Boca Raton, FL 33434

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.

Ed Locker, Pres.

SIGNATURE

2/20/98

DATE

Ed Locker, President

Typed or printed name and title

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.

SIGNATURE

By:

Ed Locker

DATE

2/20/98