

ROBERT L. SHEAR, P.A.

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Clearwater, Florida 33759

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P97000046719

September 22, 1997

Secretary of State
ATTN: Amendment Division
Post Office Box 6327
Tallahassee, Florida 32314

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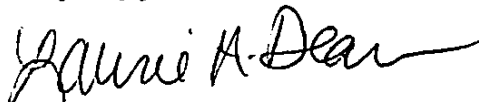
Re: Punta Gorda Pizza, Inc.

Dear Sir or Madam:

Please find enclosed herewith the original copy of the Statement of Change of Registered Office and Registered Agent for filing, along with our firm's check in the amount of \$35.00 to cover the cost of filing. Please return a receipt of filing once the Statement has been filed.

Thank you for your assistance in this matter.

Very truly yours,



Laurie A. Dean
Legal Assistant

/lad
Enclosures

FILED
97 SEP 24 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. A. Change
LFC
9-29-97

Charter No. P97000046719
Dated Filed May 27, 1997

**STATEMENT OF CHANGE OF 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 registered office and registered agent in the State of Florida.

1. The name of the corporation is: PUNTA GORDA PIZZA, INC.
2. The name and address of its present registered agent is:

Robert L. Shear, P.A.
2600 McCormick Dr., Ste. 230
Clearwater, FL 34619

3. The name and street address to which its registered agent is to be changed is: (P.O. BOX NOT ACCEPTABLE)

THOMAS LAROCK

2395 Taimiami Trail, #16
Port Charlotte, FL 33948

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

5. 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.

Signature Thomas Larock
(Pres. or Vice President)
Date 7-1-97

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 607.050, FLORIDA STATUTES.

Please Print/Type Name THOMAS LAROCK

Signature Thomas Larock
(Agent)
Date 7-1-97

FILED
97 SEP 24 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA