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January 19, 1998

Secretary of State
The Capitol
Tallahassee, Florida 32399-0001

RE: Sun Theatres, Inc.
Date Filed : September 17, 1997
Document No. P97000080825

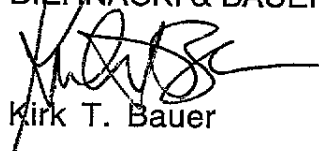
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

Dear Sir:

Enclosed please find a Statement of Change of Registered Office and Registered Agent concerning the above-captioned corporation together with a check in the amount of \$35.00 in payment of your fee. Should you have any questions or comments regarding this matter, please contact me at your convenience.

Very sincerely yours,
BIERNACKI & BAUER, P.A.


Kirk T. Bauer

KTB:mh
Enclosure

VS JAN 27 1998

RA Chg.

**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: SUN THEATRES, INC.

2. The mailing address of the corporation is: 1798 South Woodland Blvd., DeLand, FL 32720

3. Date of incorporation/qualification: 9/17/97 Document number: P97000080825

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

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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

Clint DeMarsh

1798 South Woodland Boulevard

DeLand, FL 32720

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.

Frank DeMarsh (Vice President)
(Signature of an officer, chairman or vice chairman of the board)

12-19-97
(Date)

FRANK DEMARSH, President

(Printed or typed name and title)

(Date)

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.

Clint DeMarsh (Secretary)
(Signature of Registered Agent)

12-19-97
(Date)

If signing on behalf of an entity:

CLINT DEMARSH, Secretary/Registered Agent

(Typed or Printed Name)

(Capacity)

* * * FILING FEE: \$35.00 * * *