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October 23, 1997

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

500002330345--1
-10/27/97--01103--014
*****35.00 *****35.00

Re: *Coral Seas Entertainment, Inc.*
Our File No. 97-2759

Gentlemen:

Enclosed please find a Statement Of Change Of Registered Office Or Registered Agent Or Both For Corporations. Please change the Registered Agent as indicated. We have enclosed our Trust Account check in the sum of \$35.00 for your fee and a self-addressed, stamped envelope for the return of a stamped copy of the Statement of Change.

Also enclosed for filing with your department is a Certificate Designating Place of Business Or Domicile For The Service Of Process Within Florida, Naming Agent Upon Whom Process May Be Served. Please also provide us with a stamped copy of this document.

Thank you for your attention to this matter.

Very truly yours,

Joseph I. Davis, Jr.
JOSEPH I. DAVIS, JR.

JID/imb
Enclosures

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APPROVED
AND
FILED

97 OCT 27 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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10-27-97

**STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

To: The Department of State
Tallahassee, Florida 32314

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

1. The name of the corporation is: **Coral Seas Entertainment, Inc.**
2. The address of its current registered office is: **3732 Northwest 16th Street, Fort Lauderdale, Florida.**
3. The address to which its registered office is to be changed is: **14164 Southwest 139 Court, Miami, Florida.**
4. The name of its current registered agent is: **Filings, Inc.**
5. The name of its successor registered agent is: **Michael Wehl.**
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. The above change was authorized by resolution duly adopted by its board of directors.

Dated: October 6, 1997.

Coral Seas Entertainment, Inc.

By: Michael Wehl, President, Secretary and Registered Agent
Michael Wehl,
President, Secretary and Registered Agent

[Corporate Seal]

Attest:

Dated: October 6, 1997

97 OCT 27 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

To: The Department of State
Tallahassee, Florida 32314

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

Coral Seas Entertainment, Inc., with its place of business at 14164 Southwest 139 Court, Miami, Florida; City of Miami, Florida, has named Michael Wehl, located at 14164 Southwest 139 Court, City of Miami, State of Florida, as its agent to accept service of process within Florida.

Dated: October 6, 1997.

Coral Seas Entertainment, Inc.

By: Michael Wehl President
Michael Wehl, President

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in this capacity, and 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 duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: October 6, 1997.

Michael Wehl
Michael Wehl, Registered Agent