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March 6, 2000

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

Re: CHANGE OF REGISTERED AGENT FOR FANTAZMA U.S.A., INC.

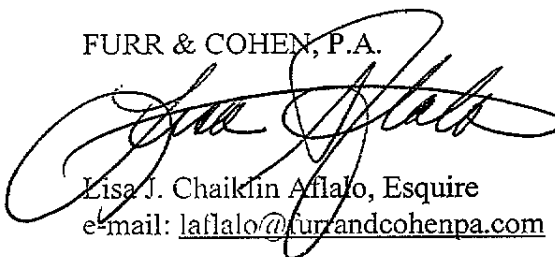
Gentlemen:

Enclosed please find a completed form to change the registered agent for Fantazma U.S.A., Inc. along with a check in the amount of \$35.00 for the filing fee.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

FURR & COHEN, P.A.


Lisa J. Chaiklin Afflalo, Esquire
e-mail: laflalo@furrandcohenpa.com

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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: FANTAZMA U.S.A., Inc.

2. The mailing address of the corporation is: 1750 NW 107 Ave, Plantation,
FL 33322

3. Date of incorporation/qualification: 1/16/98 Document number: P9800005112

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

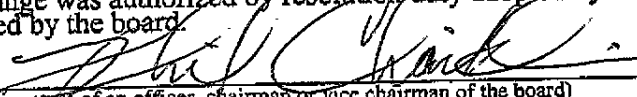
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Lisa J. Aflalo, Esq.
% Furr and Cohen, P.A.

1499 W. Palmetto Park Rd, Suite 412, Boca Raton, FL 33486

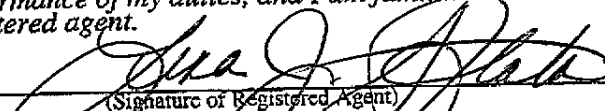
The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

 3/1/00
(Signature of an officer, chairman or vice chairman of the board) (Date)

Phil Chaiklin, President
(Printed or typed name and title)

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.

 3/3/00
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Lisa J. Aflalo, Esq.
(Typed or Printed Name) (Capacity)

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