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March 4, 1998

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

600002449266--6

-03/06/98--01059--007

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

RE: Pirates Den Teen Club, Inc.

Dear Sirs:

Enclosed please find a Certificate Designating Change of Registered Agent concerning the above corporation. I have also enclosed my firm check in the amount of \$35.00 as and for your fee.

Thank you very much, I remain,

Very truly yours,

S. Perry Penland, Jr.

S. PERRY PENLAND, JR.

SPPjr:mm
Enclosure

FILED
98 MAR -6 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State, Sandra B. Mortham, Secretary of State

**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: Pirates Den Teen Club, Inc.

2. The mailing address of the corporation is : 1927 Beach Boulevard
Jacksonville Beach, FL 32250

3. Date of incorporation/qualification: 2/10/98 Document number: _____

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

Filings, Inc.

3732 N.W. 16th Street

Fort Lauderdale, FL 33311

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

John Stucki

1927 Beach Boulevard

Jacksonville Beach, FL 32250

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.

John Stucki
(Signature of an officer, chairman or vice chairman of the board)

2/23/98
(Date)

John Stucki, 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.

John Stucki
(Signature of Registered Agent)

2/23/98
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)