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May 11, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: J.W. Restaurant Corp.

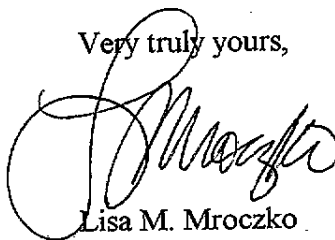
Dear Division of Corporations Representative:

Enclosed you will find a fully executed Statement of Change of Registered Office Registered Agent for Corporations form regarding the above referenced matter. Also enclosed is this Firm's check in the amount of \$35.00 which represents your fee associated with the filing of said document.

Please file the enclosed document and provide me with confirmation of same. For your convenience, I have enclosed a self-addressed stamped envelope to facilitate the return to my attention directly.

Thank you for your cooperation in this matter.

Very truly yours,



Lisa M. Mroczko
Legal Assistant for the Firm

LMM/
Enclosures

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

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98 MAY 14 AM 8:17
DIVISION OF CORPORATIONS

NA Change

MAY 14 1998

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

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT 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: **J.W. Restaurant Corp.**
2. The mailing address of the corporation is: **3414 Primrose Court #106
Palm Beach Gardens, Florida 33410**
3. Date of incorporation/qualification: **April 16, 1998** Document number: **P98000035710**
4. The name and address of the current registered agent and office:

**James W. Weeks
3414 Primrose Court #106
Palm Beach Gardens, Florida 33410.**

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

**James R. Weeks
327 Greenwood Drive
West Palm Beach, Florida 33405.**

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.

James R. Weeks (pres)
(Signature of an officer, chairman or vice chairman of the board)

5/1/98
(Date)

James R. Weeks, 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.

James R. Weeks
(Signature of Registered Agent)

5/1/98
(Date)

If signing on behalf of an entity:

(Typed or printed name)

(Capacity)

FILED
98 MAY 14 PM 1:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE