

FELDMAN, KOENIG & HIGHSMITH, P.A.

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P98000092031

November 6, 1998

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32304

000002685520--5
-11/12/98--01035--002
*****35.00 *****35.00

Re: Change of Registered Agent for
Marathon Partners Development Corp.

Gentlemen:

I am enclosing herewith an original and a copy of the Statement of Change of Agent regarding the above -named corporation. Also enclosed is the requisite filing fee in the amount of \$35.00.

Please file the original of the enclosed form and return all documents to the undersigned. If you have any comments or questions concerning this, please call me.

Your prompt attention to this matter would be appreciated.

Sincerely,

Timothy J. Koenig
Timothy J. Koenig
TJK/lb
Enclosures

*ROA Change
11-16-98
DAS*

FILED
98 NOV 12 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 _____ 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: MARATHON PARTNERS DEVELOPMENT CORP.

2. The mailing address of the corporation is: 6100 Duck Key Drive, Marathon, Florida 33050

3. Date of incorporation/qualification: 10/28/98 Document number: P98000092031

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

Corporation Service Company

1201 Hays Street, Tallahassee, Florida 32301

CSC, Its Agent, Karen B. Rozar

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

Timothy J. Koenig

1315 Whitehead Street, Key West, Florida 33040

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.

Peter Rysman
(Signature of an officer, chairman or vice chairman of the board)

11/6/98
(Date)

Peter Rysman, 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.

Timothy J. Koenig
(Signature of Registered Agent)

11/6/98
(Date)

If signing on behalf of an entity:

Timothy J. Koenig

Attorney

(Typed or Printed Name)

(Capacity)

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