

# P99000006313

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WRITER'S E-MAIL ADDRESS  
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May 5, 2000

Lee Kaplan  
SonnyBoy Sports, Inc.  
933 N. 3rd Street  
Jacksonville Beach, Florida 32250

Re: SonnyBoy Sports, Inc. (the "Company")

Dear Lee:

Pursuant to our telephone conversation, enclosed are each of the following:

1. Articles of Amendment;
2. Statement of Change of Registered Agent; and
3. Shareholder Resolutions.

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-05/24/00--01076--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Resolutions  
Returned

Prior to filing the Articles of Amendment, you should have the resolutions signed by each shareholder of the Company. Once this has been done, sign and date the Articles of Amendment in the appropriate place and insert into the third section the date that the final shareholder's signature was obtained on the resolutions. The Articles of Amendment should be submitted to the Division of Corporations with a filing fee of \$35.00. With respect to the Statement of Change of Registered Agent, you should sign and date the statement in the appropriate place and submit it to the Division of Corporations with a filing fee of \$35.00. The address for these documents to be submitted is as follows:

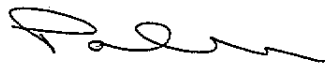
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Once this has been completed, please let me know and we will prepare stock certificates for each of the shareholders.

Should you have any questions please feel free to call.

Very truly yours,

SMITH HELMS MULLISS & MOORE, L.L.P.



C. Palmer Brown, Jr.

CPB/bbl

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 24 AM 11:25

R.A. Chang  
MF 6-6-2000

**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: SonnyBoy Sports, Inc.
2. The mailing address of the corporation is: 933 North 3rd Street, Jacksonville Beach, FL 32250
3. Date of incorporation/qualification: January 21, 1999 Document number: P99000006313
4. The name and address of the current registered agent and office:

Rax Co.

c/o McGuire, Woods, Battle & Boothe, L.L.P.

50 N. Laura Street, 3300 Barnett Center, Jacksonville, FL

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

Lee S. Kaplan

933 North 3rd Street

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.

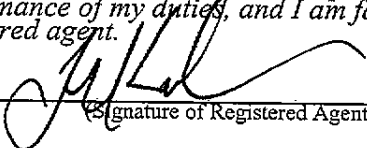
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

\_\_\_\_\_  
(Signature of an officer, chairman or vice chairman of the board)

\_\_\_\_\_  
(Date)

Lee S. Kaplan, President (See Signature below)  
(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.*

  
(Signature of Registered Agent)

May 22, 2000  
(Date)

If signing on behalf of an entity:

LEE S. KAPLAN  
(Typed or Printed Name)

PRESIDENT & CEO  
(Capacity)

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

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
MAY 24, AM 11:25