

P99000019693

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July 28, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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-07/28/99--01046--015
*****35.00 *****35.00

To Whom It May Concern:

Enclosed for filing, please find a **STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT**, along with a check in the amount of \$35.00 for the applicable fees for the following entity:

Showquest Studios, Inc.
P99000019693

Upon receipt, please "date-stamp" the enclosed copy of Statement of Change of Registered Office or Registered Agent.

Very truly yours,

Bethany Herzog
Bethany S. Herzog

/bsh
Enclosures
amc/glurcorp/change
Stiglitz

C. COULLETTE JUL 28 1999

FILED
99 JUL 28 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 JUL 28 AM 11:56
OFFICE OF THE CLERK
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 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: Showquest Studios, Inc.
2. The mailing address of the corporation is: 719 Peachtree Road
Orlando, FL 32804
3. Date of incorporation/qualification: March 2, 1999 Document number: P99000019693
4. The name and address of the current registered agent and office:

William J. Duclos

719 Peachtree Road

Orlando, FL 32804

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

Hugh E. Darley, Jr.

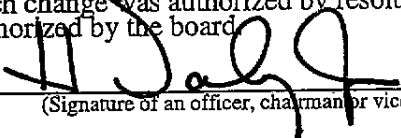
719 Peachtree Road

Orlando, FL 32804

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TALLAHASSEE, FLORIDA

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)

July 21, 1999
(Date)

Hugh E. Darley, Jr., 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.


Hugh E. Darley, Jr.

(Signature of Registered Agent)

July 21, 1999
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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