

99000047415

KANE AND KOLTUN
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
557 NORTH WYMORE ROAD
SUITE 100
MAITLAND, FLORIDA 32751
E-MAIL: lawoffices@kaneandkoltun.com

STEVEN H. KANE*
JEFFREY M. KOLTUN**
SUSAN VARKEY

*LL.M. in Taxation
Florida Board Certified in
Wills, Estates and Trusts

**Also admitted in Ohio
and Kentucky

TELEPHONE
(407) 661-1177

TELEFAX
(407) 660-6031

December 31, 2001

500004746185--5
-01/02/02--01006--001
*****70.00 *****35.00

Secretary of State
Bureau of Corporate Records
Attn: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Winter Garden Productions, Inc.

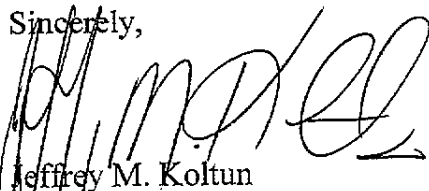
Dear Sir or Madam:

On behalf of the above Corporation, we have enclosed the following for purposes of notifying the State of Florida of the resignation of Darren Johnson as President and Treasurer and as a member of the Board of Directors and for purposes of changing the Corporation's registered agent and registered office:

1. A signed original of Statement of Change of Registered Office or Registered Agent or Both for Corporations.
2. A signed original Resignation.
3. A check in the amount of \$70.00 payable to the Department of State to cover the fees for the change in registered agent and registered office and for the Resignation.

Please contact me if you have any questions or need additional information

Sincerely,



Jeffrey M. Koltun

JMK/kk

Enclosures

cc: Mr. Lawrence M. Epstein

RA/RO Chang
1.10.02
(10)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -2 PM 4:09

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 : Winter Garden Productions, Inc.

2. The mailing address of the corporation : 4380 36th Street

Orlando, Florida 32811

3. Date of incorporation/qualification: 05/25/1999 Document number: P99000047415

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

Karen M. Johnson

4380 36th Street

Orlando, Florida 32811

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

Jeffrey M. Koltun

557 North Wymore Road, Suite 100

Maitland, Florida 32751

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.

Darren W. Johnson

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

12/27/01

(Date)

Darren W. Johnson, 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.

[Signature]

(Signature of Registered Agent)

12/31/01

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -2 PM 4: 09