

SIEGEL, LIPMAN, DUNAY & SHEPARD, LLP

GARY S. DUNAY
KENNETH W. LIPMAN
JONATHAN L. SHEPARD
CARL E. SIEGEL
LINDA B. LYMAN
OF COUNSEL
HOLLY DAVIDSON SCHUTTLE, P.A.

THE PLAZA • SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486

(561) 368-7700
FAX: (561) 368-9274

Writer's Direct Dial (561) 237-1536
Writer's Direct Fax (561) 362-6116

P99000085581

October 21, 1999

Florida Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

600003024136--6
-10/25/99--01117--002
*****35.00 *****35.00

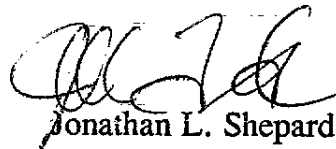
Re: Our File No. 99-20418
Motorsports Marketing & Merchandising Corp.

Dear Sir:

Enclosed is an original and one copy of a Statement of Change of Registered Office and Registered Agent for Motorsports Marketing & Merchandising Corp.

Please return a file-stamped copy to me in the enclosed envelope.

Very truly yours,


Jonathan L. Shepard

JLS/bjp
Enclosures

FILED
99 NOV 24 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ae
11-30
Kadag



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 3, 1999

SIEGEL, LIPMAN ETAL
ATTN: JONATHAN L. SHEPARD
5355 TOWN CENTER RD.
BOCA RATON, FL 33486

SUBJECT: MOTORSPORTS MARKETING & MERCHANDISING CORP.
Ref. Number: P99000085581

We have received your document for MOTORSPORTS MARKETING & MERCHANDISING CORP. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain a statement that the street address of the registered office and the street address of the business office of its registered agent, as changed, will be identical.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 599A00053228

RECEIVED
99 NOV 24 AM 9:10
DIVISION OF CORPORATIONS

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT
FOR
MOTORSPORTS MARKETING & MERCHANDISING CORP.**

Pursuant to the provisions of Sections 907.0502, 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 and registered agent in the State of Florida.

1. The name of the corporation Motorsports Marketing & Merchandising Corp.
2. The mailing address of the corporation is 2301 NW 33rd Court, Suite 104, Pompano Beach, Florida 33069.
3. Date of incorporation is September 27, 1999, and the document number is P99000085581.
4. The name and address of the current registered agent and office:

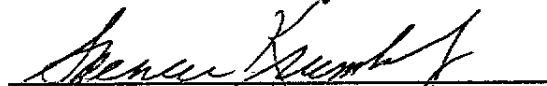
Jonathan L. Shepard
5355 Town Center Road, Suite 801
Boca Raton, Florida 33486

5. The name and address of the new registered agent and office:

Spencer Krumholz
2301 NW 33rd Court, Suite 104
Pompano Beach, Florida 33069

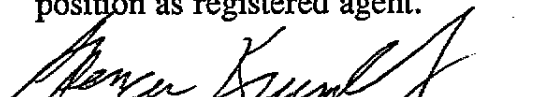
The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

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


Spencer Krumholz, President

Dated: October 6, 1999

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.


Spencer Krumholz

Dated: October 6, 1999

FILED
99 NOV 24 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA