

V12133

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NEWARK, NJ
ALLENTOWN, PA
HOUSTON, TX
DOVER, DE

June 8, 1999

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

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-06/11/99-01063-016
*****35.00 *****35.00

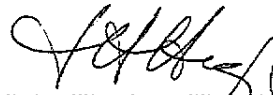
Re: Lion Fine Wines, Inc.

Dear Sir/Madam:

Enclosed is one original and a copy of a Statement of Change of Registered Agent for the above-referenced corporation. Please change your records to reflect this change and return a date-stamped copy to me in the envelope provided. Also enclosed is our firm's check in the amount of \$35 to cover the filing fee.

Should you have any questions regarding this matter, please do not hesitate to call me at 366-5400.

Sincerely,



John Harrison Hough
for DUANE, MORRIS & HECKSCHER LLP

jhh:cmz
enclosures

PB955.1

RA Change

S. PAYNE JUN 16 1999

FILED
JUN 11 AM 10:35
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 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: Lion Fine Wines, Inc.

2. The mailing address of the corporation is: 710 S. Military Trail
Deerfield Beach, FL 33442

3. Date of incorporation/qualification: 02/01/92 Document number: V12133

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

A.J. Ceravolo, President

710 S. Military Trail

Deerfield Beach, FL 33442

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

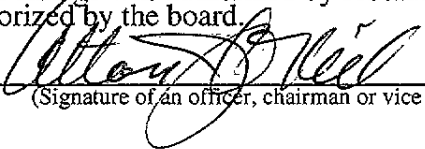
Michael Raven, President

710 S. Military Trail

Deerfield Beach, FL 33442

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)

4/14/99
(Date)

Alton J. O'Neil, Chairman

(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)

4/1/99
(Date)

If signing on behalf of an entity:

Michael J. Raven
(Typed or Printed Name)

PRESIDENT
(Capacity)

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

FILED
99 JUN 11 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA