

1076366 Ontario Inc.

51 The Chimneystack Road Unit 29
Downsview, Ontario, Canada M3J 3L9
CC:
2106 Bouquet Court Suite 306
Orlando, Florida, USA 32807-3755

July 31, 1998

Your Document Number: F980000002 Letter Number: 398A0000015

Dear Hart Collins:

Please make note of changes to the incorporation, with special attention to:

- 1) The addition of a director to the incorporation, named M. Michael Schiff.
- 2) The change of address of the incorporation operating in Ontario, Canada

From : 15 Canyon Ave. Ste 1801 Downsview, Ontario, Canada M3J 3L9

To: 51 The Chimneystack Unit 29 North York, Ontario, Canada M3H 4X9

- 3) The change of address of the incorporation operating in Florida USA

From : 5916 Auvers Blvd Ste 202 Orlando, Florida, 32807

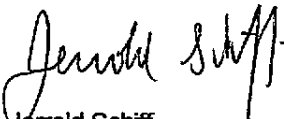
To: 2106 Bouquet Crt Ste 306 Orlando, Florida, 32807-3755

Please send all communications to the address of the head office in Downsview.

Additionally, please send a copy of all communications to the address at:

Attention: Jerrold Schiff
2106 Bouquet Court Suite 306
Orlando, Florida, USA 32807-3755

Sincerely,



Jerrold Schiff
President, 1076366 Ontario Inc.

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 PROVINCE OF ONTARIO, CANADA 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: 1076366 ONTARIO INCORPORATED

2. The mailing address of the corporation is: 2106 BOUQUET CRT #306
ORLANDO, FLORIDA 32807-3755

3. Date of incorporation/qualification: APRIL 1/94 Document number: F98 00000000 2

4. The name and address of the current registered agent and office:
JERROLD SCHIFF, PRESIDENT
5618 Auvers Blvd #202
Orlando, Fla. 32807

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
JERROLD SCHIFF, PRESIDENT
2106 Bouquet Court, Suite 306
Orlando, Fla. 32807-3755

FILED
98 AUG -3 PM 2:40
SECRETARY OF STATE
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.

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

July 30/98
(Date)

JERROLD SCHIFF, 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.

Jerrold Schiff
(Signature of Registered Agent)

July 30, 1998.
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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