

P00000060500

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

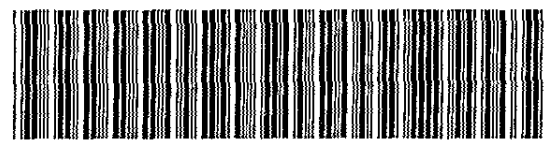
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700020579027

06/25/03--01021--001 **25.00

07/03/03--01035--019 **10.00

FILED
03 JUN 25 PM 2:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

1 to Pm e. Jones

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.

ATTORNEYS AND COUNSELORS AT LAW
BANK OF AMERICA TOWER
ONE PROGRESS PLAZA, SUITE 1210
ST. PETERSBURG, FLORIDA 33701

MARY JO CARNEY
ALAN M. GROSS
KAREN E. MALLER
JAMES N. POWELL
DON DOUGLAS RAMSAY

MAILING ADDRESS:
POST OFFICE BOX 1689
ST. PETERSBURG, FLORIDA 33731-1689

TELEPHONE
727-898-9011

FACSIMILE
727-898-9014

www.pcgmlaw.tifefsurf.com

jnpowell@tampabay.rr.com

lindaj@tampabay.rr.com

June 23, 2003

Florida Department of State
CORPORATIONS DIVISION
Post Office Box 6327
Tallahassee, FL 32314

Re: M-3 Digital Entertainment, Inc.

TO WHOM IT MAY CONCERN:

Enclosed is a Statement of Change of Registered Office or Registered Agent or Both for Corporations and Transmittal Letter in connection with the above referenced corporation. Also enclosed is a check in the amount of \$25.00 to cover filing fees.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.


James N. Powell

JNP/lj

Enclosures: a/s

C:\MSW\0 Clients\S\Shepard, Mark\Shepard 025W.doc

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: M-3 DIGITAL ENTERTAINMENT, INC.
(Name of Corporation)

DOCUMENT NUMBER: P00000060500

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James N. Powell

(Name of person)

Powell, Carney, Gross, Maller & Ramsay, P.A.

(Name of firm/company)

Post Office Box 1689

(Address)

St. Petersburg, FL 33731-1689

(City/state and zip code)

For further information concerning this matter, please call:

James N. Powell

(Name of Person)

at (727) 898-9011

Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

FILED

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

03 JUN 25 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation: M-3 DIGITAL ENTERTAINMENT, INC.
2. The principal office address: 3824 U.S. 41 North, Palmetto, FL 34221
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 06/22/2000 Document number: P00000060500

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

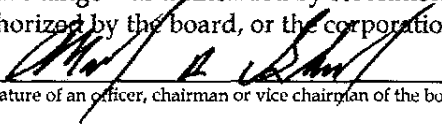
Inge Zamora
6989 Aberfeldy Avenue North
St. Petersburg, FL 33709

6. The name and street address of the new registered agent (if changed) and/or registered office (if changed):

Mark A. Shepard
7999 10th Avenue South
(P.O. Box or personal mailbox NOT acceptable)
St. Petersburg, FL 33707

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

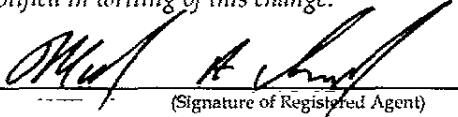
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


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

Mark A. Shepard, President
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

5-27-03
(Date)

If signing on behalf of an entity:

Mark A. Shepard
(Typed or Printed Name)

President
(Capacity)

FILING FEE: \$35.00

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314