

PAACE Travel Associates, Inc.

Paul J. Corin
President

Adam M. Corin
Vice President

P96000062916

January 6, 1997

Division of Corporations
Florida Department of State
Sandra B. Mortham, Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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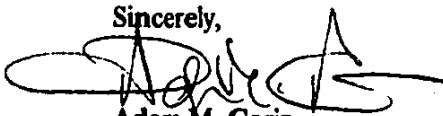
Re: PAACE Travel Associates, Inc. - Document No. P96000062916

Dear Division of Corporations:

Please be advised that the corporate address has changed to 20449 State Road 7, Suite AA-10, Boca Raton, FL 33498. Kindly have all correspondence directed to this new address.

Thank you for your attention to this matter.

Sincerely,



Adam M. Corin
Vice-President

AMC/me

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -9 PM 2:45

PA Charge
TLL JAN 7 5 1997



Mission Bay Plaza • 20449 State Road 7, Suite AA-10, Boca Raton, Florida 33498
Tel: 561/482-0030 • Fax: 561/487-0030 • Toll Free: 888/888-3103

**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.

1a. The name of the corporation is: PACE TRAVEL ASSOCIATES, INC.

1b. The mailing address of the corporation is : 20449 STATE ROAD 7, SUITE AA-19
BOCA RATON, FL 33498

1c. Date of Incorporation: JULY 26, 1996 Document number: P96000062916

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

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FLA. 32301

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

ADAM M. CORIN
7650 LAGO DEL MAR DR. #204
BOCA RATON, FL 33433

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

1-6-97

(Date)

ADAM M. CORIN
(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)

1-6-97

(Date)

If signing on behalf of an entity:

ADAM M. CORIN
(Typed or Printed Name)

VICE-PRESIDENT
(Capacity)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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