

CT CORPORATION SYSTEM

49 Stevenson Street
Suite 900
San Francisco, CA 94105
Tel. 415 547 7655
Fax 415 227 0643

F 97000002729

December 30, 1997

RE: *Levi Strauss Global Fulfillment Services, Inc.* (Arkansas Domestic)
Order #: 1031819

We enclose for filing the *Statement of Change of Registered Office or Registered Agent or Both For Corporations* on behalf of the above corporation, together with funds in payment of the required fees. Please file this document as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-227-4734.

Very truly yours,

George C. Romero
George C. Romero

enc.

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

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Florida Department of State, Jim Smith, Secretary of State

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 Arkansas 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: Levi Strauss Global Fulfillment Services, Inc.

1b. Date of ~~incorporation~~ ^{Qualification} 5/22/97 Document number F97000002729

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

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Tallahassee, FL 32301

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

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida

The street address of its registered agent 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.

Nequita T. Sobejana
SIGNATURE
12/15/97
DATE

NENITA T. SOBEJANA, SECRETARY
Typed or printed name and title

98 JAN 15 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
33324
APPROVED AND FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

George C. Romero
SIGNATURE BY: George C. Romero (Registered Agent)
Assistant Vice President
DATE 12/15/97

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