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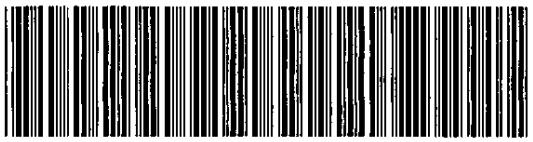

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TALLAHASSEE, FLORIDA

T. CLINE

JUN 23 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Areas USA Atlanta, LLC
(Name of Limited Liability Company)

Dear Sir or Madam:

The enclosed Registered Agent/Registered Office Change and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard L. Barbara, Esq.
(Name of Person)

Alvarez, Almazan & Barbara, LLP
(Firm/Company)

2701 South Bayshore Drive, Suite 305
(Address)

Miami, FL 33133
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Richard L. Barbara, Esq. at (305) 263-7700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☑ $25 Filing Fee ☐ $55 Filing Fee & Certified Copy

INHS18 (5/08)

7500-0000

May 21, 2009

Via FedEx

Ms. Illy Sabugo
Alvarez, Almazan & Barbara, LLP
2701 South Bayshore Drive
Suite 305
Miami, FL 33133

RE: Areas USA Atlanta, LLC's Statement of Change of Registered (the "Statement")

Dear Ms. Sabugo;

Enclosed please find a check in the amount of $25.00 and the corresponding above- referenced Statement.

Should you have any questions or concerns, please feel free to contact me directly.

Regards,

Susan Marks
Contracts Compliance Officer

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TALLAHASSEE, FLORIDA

Areas USA, Inc. • 5301 Blue Lagoon Drive, Suite 690 • Miami, FL 33126 • Tel: 305.267.8510 • Fax: 305.675.8488

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. Name of the limited liability company: Areas USA Atlanta, LLC

2. (a) Principal office address of limited liability company: 5301 Blue Lagoon Drive, Suite 690
Miami, FL 33126
(Note: MUST BE STREET ADDRESS)

(b) Mailing address of limited liability company:
(Note: MAY BE POST OFFICE BOX)

3/18/2008
3. Date of filing/registration in Florida

L08000027878
4. Document number

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TALLAHASSEE, FLORIDA

5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State:

Registered Agent: Corporate Creations Network, Inc.

Registered Office Address: 11380 Prosperity Farms Rd., #221E
Palm Beach Gardens, FL 33410

(b) Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:

NEW Registered Agent: Richard L. Barbara, Esq.

NEW Registered Office Address: Alvarez, Almazan & Barbara, LLP
(MUST BE FLORIDA STREET ADDRESS) 2701 South Bayshore Drive, Suite 305
Miami, FL 33133

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

(Signature of a member or authorized representative of a member)

Francesco Balli
(Printed or typed name of signee)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
FILING FEE: $25.00

INHS18 (05/08)