

M96654

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(Business Entity Name)

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DIVISION OF CORPORATIONS
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C. Coulllette MAY 13 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 091104 4301772
AUTHORIZATION : *Patricia Pizant*
COST LIMIT : \$ 35.00

ORDER DATE : May 13, 2003
ORDER TIME : 11:42 AM
ORDER NO. : 091104-005
CUSTOMER NO: 4301772
CUSTOMER: Mr. Gerard Rath
Pavia & Harcourt Llp
12th Floor
600 Madison Avenue
New York, NY 10022

CHANGE OF AGENT

NAME: FRAGINVEST CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Mimi Replogle -- EXT#

EXAMINER: _____

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, 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.

1. The name of the corporation: FRAGINVEST CORPORATION
2. The principal office address: 600 Madison Avenue, 12th Floor, New York, NY 10022
3. The mailing address (if different): 600 Madison Avenue, 12th Floor, New York, NY 10022
4. Date of incorporation/qualification: 8/31/88 Document number: M96654

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

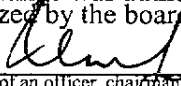
POPHAM, DAVID
3162 COMMODOR PLAZA, 3EF
COCONUT GROVE, FL 33133

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

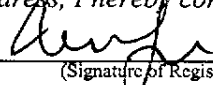
Mario Gazzola
13250 Pierson Road
(P.O. Box or personal mailbox NOT acceptable)
Wellington, FL 33414

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.

 Mario Gazzola, Secretary
(Signature of an officer, chairman or vice chairman of the board) (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.

 May 12, 2003
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Mario Gazzola Secretary
(Typed or Printed Name) (Capacity)

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