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January 13, 1999

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

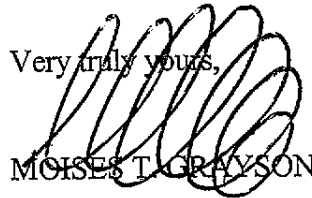
Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: **Carlo Bakery, Inc.**
Change of Registered Agent
Our File #1253-1

Dear Sir/Madam:

Enclosed please find an original "Statement of Change of Registered Office or Registered Agent or Both for Corporations" regarding Carlo Bakery, Inc. for filing with the Secretary of State. The appropriate filing fee of \$35.00 is also enclosed.

Very truly yours,



MOISES T. GRAYSON

MTG:dmc
Enclosure
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RA Chg.

VS JAN 25 1999

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.

1. The name of the corporation is: Carlo Bakery, Inc.

2. The mailing address of the corporation is: 1242 S.W. 22nd Street
Miami, Florida 33129

3. Date of incorporation/qualification: 10/20/94 Document number: P94000007725

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

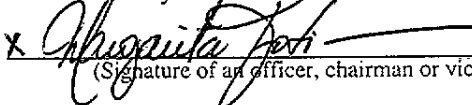
Luis Agrahunt
80 S.W. 8th Street # 2077
Miami, Florida 33130

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

Moises T. Grayson, Esq.
Blaxberg, Grayson & Singer, P.A.
25 S.E. 2nd Avenue, Suite 730, Miami, FL 33131

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

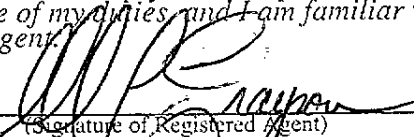
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

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

12/22/98
(Date)

Margarita Foti
(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 of Registered Agent)

12-22-98
(Date)

If signing on behalf of an entity:

Blaxberg Grayson & Singer P.A.
(Typed or Printed Name)

V.P./sry.
(Capacity)

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