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Jonathan J. Lichtman
Member Florida and New York Bars

September 28, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: National Candy & Toy, Inc.

Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above-referenced Corporation along with a check in the amount of \$35.00 to cover the cost of filing. Please send confirmation of receipt and filing of this document to the undersigned.

Thank you for your help with this.

Very truly yours,

Jonathan J. Lichtman

JJL/mcp
Enc.

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TALLAHASSEE, FLORIDA

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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 : National Candy & Toy, Inc.

2. The mailing address of the corporation : 4800 North Federal Highway, Suite 105-D
Boca Raton, FL 33431

3. Date of incorporation/qualification: 8/13/93 Document number: P93000057785

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

Bradley Weiner
951 S.W. 4th Avenue
Boca Raton, FL 33432-5803

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

Jonathan J. Lichtman, P.A.
4800 North Federal Highway, Suite D-100
Boca Raton, FL 33431

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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 of an officer, chairman or vice chairman of the board)

9/28/01
(Date)

Bradley S. Weiner, President
(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)

9-27-01
(Date)

If signing on behalf of an entity:

Jonathan J. Lichtman, P.A.
(Typed or Printed Name)

President
(Capacity)

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