

OCT-27-2004 18:06

Division of Corporations

CT CORPORATION

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493219

Florida Department of State
Division of Corporations
Public Access System

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

REGISTERED AGENT CHANGE

BRIAR HILL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

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DIVISION OF CORPORATIONS

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493219
10-28-04
RSM

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: Brier Hill, Inc.
2. The principal office address: 11350 McCormick Road, Suite LL-4, Hunt Valley, Maryland 21031
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 12/30/1975 Document number: 493219
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

National Corporate Research, LTD., Inc.

103 N. Meridian Street

Tallahassee, Florida 32301
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CT Corporation System

1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

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.


(Signature of an officer or director)

John R. Fallon, Jr., Secretary

(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity, 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.


(Signature of Registered Agent)

10/27/04
(Date)

If signing on behalf of an entity:

Michael J. Mitchell
(Typed or Printed Name)

Michael J. Mitchell
Assistant Secretary

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

P04000144145

Florida Department of State
Division of Corporations
Public Access System

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DIVISION OF CORPORATIONS

Division of Corporations
Fax Number : (850) 205-0380

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 OCT 27 PM 3:22

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BASIC AMENDMENT

FARINAS BROTHERS CORP.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

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10-27-01

Pursuant to the provisions of Section 607.1006 Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

First: Article I is hereby amended as follows:

ARTICLE I

The name of this corporation shall be: **ESPAÑA BODYSHOP INC.**

Second: All of the Amendments were approved by the Shareholders on October 26, 2004. The number of votes cast for the amendment was sufficient approval.

IN WITNESS WHEREOF, the undersigned President, has set his hand, and caused these Articles of Amendments to be executed this October 26, 2004

Farinas Brothers, Corp.

BY: [Signature]
NAME: Raul Farinas
TITLE: President and Shareholder

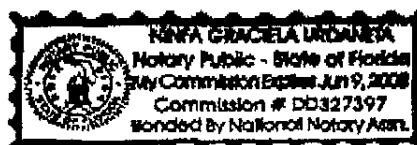
State of Florida)
County of Miami-Dade)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 26 day of October, 2004 by Raul Farinas, as President, of Farinas Brothers, Corp. a Florida corporation, on behalf of the corporation. [] They are personally known to me or [X] I have produced Florida Driver's License as identification.

NOTARY PUBLIC

My Commission Expires: 6/9/08

Document prepared by:
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Suite 2002
Miami, FL 33131
Florida Bar No. 0615730
305.373.5411



PO400014445

(7884) זכרון מור