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CORPO	ALVIE(S) & DOCUMENT NUMBER(S), (if known):
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	Pick up time Certified Copy Will wait Photocopy Certificate of Status
NEW FILINGS	AMENDMENTS
Profit	Amendment Resignation of R.A., Officer/ Director
NonProfit Limited Liability	Change of Registered Agent
Domestication Other	Dissolution/Withdrawal Merger
OTHER FILINGS	REGISTRATION RD- ala
Annual Report	REGISTRATION/ QUALIFICATION Foreign
Fictitious Name Name Reservation	Limited Partnership
	Trademark VS DEC 2 6 1996
	Other
CR2E031(1/95)	Examiner's Initials

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 22, 1996

BRUCE KAYTES 18861 BISCAYNE BLVD. MIAMI, FL 33180

SUBJECT: RAY JEWELERS II, INC. Ref. Number: 589149

We have received your document for RAY JEWELERS II, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis Corporate Specialist Supervisor

Letter Number: 596A00053124

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

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 A 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:

13561 2. The mailing address of the corporation is : ____

3. Date of incorporation/qualification: O(1, 197) Document number: 5994. The name and address of the current registered agent and office:

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

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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) rinted or typed name and t

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 any familiar with and accept the obligation of my position as registered agent.

ignature of Registered Agent)

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If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

CR2E045(1/95)

FILING FEE: \$35.00