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(Requestor's Name)

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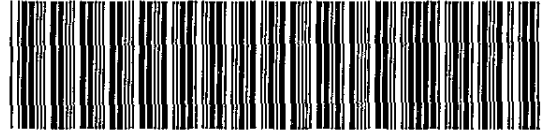
(Business Entity Name)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 088461 7378154

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 35.00

ORDER DATE : May 9, 2003

ORDER TIME : 4:28 PM

ORDER NO. : 088461-040

CUSTOMER NO: 7378154

CUSTOMER: Ms. Kathryn Rookes
Carvel Corporation
Suite 200
200 Glenridge Point Parkway
Atlanta, GA 30342

CHANGE OF AGENT

NAME: CARVEL CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Carla Lohi

**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 Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: CARVEL CORPORATION
2. The principal office address: 200 Glenridge Point Parkway, Suite 200
Atlanta, GA 30342
3. The mailing address (if different): _____
4. Date of incorporation/qualification: September 22, 1969 Document number: 823268
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:
CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):
Corporation Service Company
1201 Hays Street
(P.O. Box or personal mailbox NOT acceptable)
Tallahassee, FL 32301

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.

K. Rookes
(Signature of an officer, chairman or vice chairman of the board)

Kathryn Rookes, Secretary
(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.

Cynthia L. Harris
(Signature of Registered Agent)

6/30/03
(Date)

If signing on behalf of an entity:

**Cynthia L. Harris
as its agent**

(Typed or Printed Name)

(Capacity)

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

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