

**NCR NATIONAL
CORPORATE
RESEARCH, LTD.**

Dover, DE

New York, NY

Los Angeles, CA

Albany, NY

849 655

August 2, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100006969621--8
-08/08/02--01024--002
*****35.00 *****35.00

RE: LOEHMANN'S, INC.

Dear Sir/Madam:

For your information, the above company is qualified to do business in your state and we now enclose the necessary documents required to effect Change of Agent to National Corporate Research, Ltd.

In connection with this matter, we ask that you please have it filed in your office upon receipt and return the evidence to this office by means of the self-addressed envelope which we have enclosed for your convenience.

We also enclose our check made payable to your state in payment of filing fees.

Should you have any questions in regard to the above, please do not hesitate to give me a telephone call.

Thanks again,

Rose Marie

Rose Marie Cole
Customer Service Representative

RLC
ENCLOSURE
REGULAR MAIL

FILED
02 AUG - 8 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

849655
RAC 202
8-8-02
CW

615 South DuPont Highway, Dover, Delaware 19901 (302) 734-1450 (800) 483-1140 Fax
(302) 734-1476

web site: www.nationalcorp.com e-mail: info@nationalcorp.com

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 Delaware 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 :

LOEHMANN'S, INC.

2. The mailing address of the corporation :

2500 Halsey Street Bronx NY 10461

3. Date of incorporation/qualification: July 6, 1981 Document number: 849655

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

CT Corporation System

1200 S. Pine Island Road

Plantation FL 33324

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

National Corporate Research, Ltd., Inc.

1406 Hays Street, Suite #2

Tallahassee Florida 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.

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

7/29/02
(Date)

RICHARD F. MORRETTA VP/CONTROLLER
(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]
(Signature of Registered Agent)

8/2/02
(Date)

If signing on behalf of an entity:

Lisa C. Harding
(Typed or Printed Name)

VP.
(Capacity)

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