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March 21, 2001

VIA EXPRESS MAIL

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

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-03/27/01--01043--008
*****35.00 *****35.00

RE: **Rotpunkt Kitchen Management, Inc. and Rotpunkt Kitchen L.P.**
Our File No. 031691.000

Dear Sir or Madam:

Enclosed for filing with your office are an original and one copy of *Statement of Change of Registered Agent* for each of the above referenced entities. Also enclosed are two (2) of our firm's checks in the amount of \$35.00 each made payable to the Florida Department of State for the filing fees.

Please return a file stamped copy of each of the Statement of Change of Registered Agent in the enclosed stamped self-addressed envelope.

Please call me if you have any questions. Thank you for your assistance.

Sincerely yours,

SMITH, GAMBRELL & RUSSELL, LLP

Priscilla A. Forbes

Priscilla A. Forbes
Paralegal

/paf
Enclosures (4)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 27 AM 11:00

RA Chg.

V. SHEPARD APR 3 2001 DRP788373.1

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 27 AM 11:00

1. ROTPUNKT KITCHEN L.P.
Name of the limited partnership

2. APRIL 15, 1999
Date of filing/registration in Florida

3. B990000000152
Document number assigned

4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

NRAI Services, Inc.

Name

526 E. Park Avenue

Address

Tallahassee, Florida 32301

City, State and Zip

5. The name and address of the new registered agent and/or office:

Guenther Wiedekamp

Name

8871 Brighton Lane

Florida street address (P.O. Box not acceptable)

Bonita Springs FL 34135

City, State and Zip

6. Such change(s) was/were authorized by the general partners.

Signature of General Partner Hans-Michael Kraus, Secretary of General Partner, Rotpunkt Kitchen Management, Inc.

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 obligations 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 limited partnership has been notified in writing of this change.

G. Wiedekamp
Signature of Registered Agent

**Make checks payable to Florida Department of State and mail to:
Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
Filing Fee: \$35.00**