

F 96000002923



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 221161 4369417

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 35.00

ORDER DATE : April 28, 1999

ORDER TIME : 11:59 PM

ORDER NO. : 221161-035

400002860334--4

CUSTOMER NO: 4369417

CUSTOMER: Ms. Christie Fetter  
Jenny Craig Inc  
11355 N. Torrey Pines Road

La Jolla, CA 92037

CHANGE OF AGENT

NAME: JENNY CRAIG OPERATIONS, INC.

RECEIVED

99 MAY -3 PM 12:58

FILED  
99 MAY -3 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

*RAC change*  
*5-3-99*  
*CC*

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

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

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 California 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: Jenny Craig Operations, Inc.

2. The mailing address of the corporation is: 11355 North Torrey Pines Road

La Jolla, CA 92038

3. Date of incorporation/qualification: June 10, 1996 Document number: F96000002923

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

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

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

Corporation Service Company

1201 Hays Street

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.

Jim Kelly  
(Signature of an officer, chairman or vice chairman of the board)

4/23/99  
(Date)

Jim Kelly, Vice President

(Printed or typed name and title)

(Date)

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.

Corporation Service Company

Walter S. Sturges  
(Signature of Registered Agent)

4/29/99  
(Date)

If signing on behalf of an entity:

Vivien S. Mitchell

(Typed or Printed Name)

Assistant Vice President

(Capacity)