

From:

Division of Corporations

01/20/2006 09:34 #037 P.001/002

Page 1 of 1

Florida Department of State
Division of Corporations
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From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

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REGISTERED AGENT CHANGE

THE PRODUCTS GROUP, INC.

Certificate of Status	0
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From:

01/20/2006 09:35 #037 P.002/002

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**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:

THE PRODUCTS GROUP, INC.

2. The principal office address:

156 West 56th Street, Suite 1604, New York, New York 10019

3. The mailing address (if different):

156 West 56th Street, Suite 1604, New York, New York 10019

4. Date of incorporation/qualification: 01/14/1997 Document number: F97000000221

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):

National Corporate Research, Ltd., Inc.

515 East Park Avenue

(P.O. Box NOT acceptable)

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, or the corporation has been notified in writing of the change.

Judith Bory

(Signature of an officer or director)

Judith Bory, Vice President

(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.

IDA Barovay

(Signature of Registered Agent)

1/19/06

(Date)

If signing on behalf of an entity:

IDA BAROVAY, ASST SECY.

(Typed or Printed Name)

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

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