

F97000004109

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 286281 7472474

AUTHORIZATION :

COST LIMIT :

\$ 33.00

Patricia Pajot

ORDER DATE : March 30, 2005

ORDER TIME : 10:09 AM

ORDER NO. : 286281-215

CUSTOMER NO: 7472474

CUSTOMER: Ms. Michelle Gilbert
Swarovski North America
One Kenney Drive

Cranston, RI 02920

CHANGE OF AGENT

NAME: SWAROVSKI RETAIL VENTURES
LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

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

1. The name of the corporation: SWAROVSKI RETAIL VENTURES LTD., INC.
2. The principal office address: 400 Conroy Road, Suite 141, Orlando, FL 32839
3. The mailing address (if different): Attn: Michelle Gilbert, One Kennedy Drive,
Cranston, RI 02920
4. Date of incorporation/qualification: August 5, 1997 Document number: F97000004109
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T 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

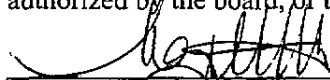
1201 Hays Street

(P.O. Box NOT acceptable)

Tallahassee, FL 32301

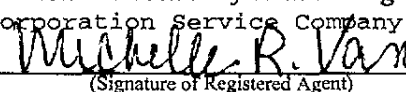
The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

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.


(Signature of an officer or director)

Michelle Gilbert, Asst. 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.

Corporation Service Company
By 
(Signature of Registered Agent)

March 31, 2005
(Date)

If signing on behalf of an entity:

Michelle R. Vannoy, Asst. Vice President
(Typed or Printed Name)

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

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