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December 5, 2001

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Body Works Studio L.L.C. - Statement of Change of Registered Agent

To Whom It May Concern:

Enclosed please find a Statement of Change of Registered Agent for Body Works Studio L.L.C. - Also enclosed is a check in the amount of \$25.00 representing your filing fee. Please process the change of registered agent and feel free to contact me if any questions arise.

Cordially yours,


Joseph C. Bishara, Esq.

JCB:mdg
Encl.
c: Joanne N. Giddens
Daniel B. Roth, Esq.

FILED
01 DEC 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-13078
OK

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: Body Works Studio L.L.C.
2. The mailing address of the limited liability company is: Tanglewood Shopping Center #120
4910 Tamiami Trail North, Naples, FL 34103
3. Date of filing/registration in Florida October 25, 2000
4. Document number L000000 13078
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Charles Giddens
Name

9927 Brassie Road
Address

Naples, FL 34108
City, State and Zip

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

Joanne N. Giddens
Name

9927 Brassie Rd.
Florida street address (P.O. Box NOT acceptable)

Naples FL 34108
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Joanne N. Giddens
(Signature of a member or authorized representative of a member)

Joanne N. Giddens
(Printed or typed name of signee)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Joanne N. Giddens
(Signature of Registered Agent)

Joanne N. Giddens

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

FILING FEE: \$25.00