

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pasha's Franchising LLC
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Registered Agent/Registered Office Change and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Abigail C. Watts-FitzGerald, Esq.

Name of Person

Weiss Serota Helfman Pastoriza Cole & Boniske, P.L.

Firm/Company

2525 Ponce de Leon Blvd., Suite 700

Address

Coral Gables, FL 33134

City/State and Zip Code

awatts-fitzgerald@wsh-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Abigail C. Watts-FitzGerald

Name of Person

at (305)

728-4130

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

\$25 Filing Fee

\$55 Filing Fee & Certified Copy

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. Name of the limited liability company: Pasha's Franchising LLC

2. (a) Principal office address of limited liability company: 3801 N. Miami Avenue

(Note: MUST BE STREET ADDRESS) Miami, FL 33127

(b) Mailing address of limited liability company: Same as above

(Note: MAY BE POST OFFICE BOX) _____

03/12/2007

3. Date of filing/registration in Florida

L07000027021

4. Document number

5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State

Registered Agent: Nicolas Cortes

Registered Office Address: 3801 N. Miami Avenue
Miami, FL 33127

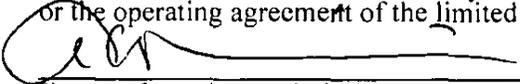
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 12 AUG 16 PM 2: 51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

(b) Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:

NEW Registered Agent: Abigail C. Watts-FitzGerald

NEW Registered Office Address:
(MUST BE FLORIDA STREET ADDRESS) c/o Weiss Serota Helfman, et al
 2525 Ponce de Leon Blvd., Suite 700
 Coral Gables, FL 33134

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.

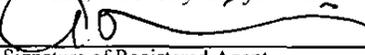


 Signature of a member or authorized representative of a member

ABIGAIL C. WATTS-FITZGERALD

 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.



 Signature of Registered Agent

**Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
 FILING FEE: \$25.00**