2008 LIMITED LIABILITY COMPANY REINSTATEMENT

DOCUMENT# L07000119514

Entity Name: BRAIN AEROBICS LLC

FILED Oct 21, 2008 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

65 CENTRAL PARK WEST 213 E. SHERIDAN STEET

NEW YORK, NY 10023 DANIA, FL 33004

Current Mailing Address: New Mailing Address:

20801 BISCAYNE BLVD., SUITE 403 213 E. SHERIDAN STEET

AVENTURA, FL 33180 DANIA, FL 33004

FEI Number: 74-3243169 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

In accordance with s. 607.193(2)(b), F.S., the limited liability company did not receive the prior notice.

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

REICH, IVAN

MILBERY & KESSELMAN, CPA

3111 STIRLING ROAD

2800 W STATE RD 84, STE 105

ET LAUDEDDALE EL 33313 LIS

FT. LAUDERDALE, FL 33312 US FT. LAUDERDALE, FL 33312 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: RELLA LEVINSTEIN 10/21/2008

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS: ADDITIONS/CHANGES:

Title: MGR () Delete Title: MGR (X) Change () Addition

 Name:
 LEVINSTEIN, RELLA
 Name:
 LEVINSTEIN, RELLA

 Address:
 735 N.E. 125 STREET
 Address:
 213 E. SHERIDAN STEET

 City-St-Zip:
 N. MIAMI BEACH, FL 33161
 City-St-Zip:
 DANIA, FL 33004

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: RELLA LEVINSTEIN MGR 10/21/2008