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November 2, 1998

Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

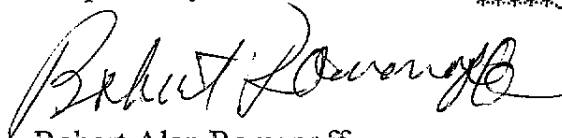
Re: Claudio Ferrici America L.C.

Dear Sir or Madam:

Enclosed with this letter is a Florida, Statement of Change of Registered Office or Registered Agent or Both for Limited Liability Company to change the registered office of the above-named limited liability company from Prentice-Hall Corporation to Nader Nogrehkar in Miami, Florida, as stated on the form.

If you need further information or have questions regarding this matter, please feel free to call me.

Respectfully,



Robert Alan Romanoff

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Enclosure

R A Chg.

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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 organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

(PLEASE PRINT)

1a. The name of the limited liability company is: _____

Claudio Ferrici America L.C.

1b. The mailing address of the limited liability company is: 777 N.W. 72 Avenue,

Suite 2AA17, Miami, Florida 33186

1c. Date of filing/registration in Florida: 10/20/94 Document number: L94000000567

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105

Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. BOX NOT ACCEPTABLE)

Nader Noghrehkar

c/o Claudio Ferrici America, L.C.

Miami Int'l Merchandise Mart

777 N.W. 72 Avenue, Suite 2AA17

Miami, FL 33186

After the change or changes are made, the street address of the registered office and the business office of the registered agent will be identical.

Such change was authorized by affirmative vote of a majority of the members of the limited liability company or as provided in the articles of organization or the regulations of the limited liability company.

(Signature of a member or authorized representative of a member)

9/12/98
(Date)

Nader Noghrehkar, Trustee of the Noghrehkar Family Trust
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated limited liability company, 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.

(Signature of Registered Agent) Nader Noghrehkar

9/12/98
(Date)

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