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REC'D JUN 08 1999

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 2, 1999

NAKED/FEET
UTOPIA MARKETING INC
STE 500, 312 CLEMATIS STREET
WEST PALM BEACH, FL 33401

SUBJECT: POINT FIVE DESIGN LLC
Ref. Number: W99000012741

We have received your document for POINT FIVE DESIGN LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 699A00029913

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 Delaware, 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: Point 5, LLC
Point Five Design LLC

1b. The mailing address of the limited liability company is: 301 Clematis St.,
Suite 205, West Palm Beach, Florida 33401

1c. Date of filing/registration in Florida: 5/20/98 Document number: M98000000496

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

Corporation Service Company
1200 Hays Street
Tallahassee, FL 32301

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

Vance Kistler
301 Clematis St., Suite 205
West Palm Beach, FL 33401

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

4-9-99
(Date)

Samuel B. Edelman, Member
(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.

Vance Kistler
(Signature of Registered Agent)

4-9-99
(Date)

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

FILING FEE: \$35.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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