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June 19, 2002

RA
change

Via Regular Mail

Division of Corporations
Post Office Box 1300
Tallahassee, Florida 32302-1300

700006051407--5
-06/27/02-01003--006
*****35.00 *****35.00

Re: **FOOD INVESTMENTS, INC.**
Statement of Change of Registered Office
or Registered Agent or Both for Corporations
Reference: Mordechai-PB-15234

Dear Sir/Madam:

Enclosed please find the original Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above captioned corporation together with our check (#1694) in the sum of \$35.00 made payable to the State of Florida. **Kindly file with the Secretary of State and provide us with confirmation of approval upon the Statement of Change form being filed. Please fax this office a copy of the filed Articles (Fax Number: (561) 750-3896). Our toll free number is 1-800-435-7407. Please return filed documents via regular mail.**

Thank you for your prompt attention to this matter and should you have any questions, please do not hesitate to call the office.

Very truly yours,

Deborah A. Carman

DEBORAH A. CARMAN

/mms
encls

NR
7/1/02

FILED
02 JUN 27 PM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation 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.

1a. The name of the corporation is: Food Investments, Inc.

1b. The mailing address of the corporation is : 20112 Ocean Key Drive
Boca Raton, Florida 33498

1c. Date of incorporation: 10/15/2001 Document number: P01000099882

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

Eyal Mordechai

20012 Ocean Key Drive

Boca Raton, Florida 33498

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

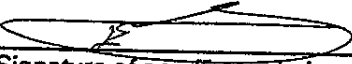
David Gelbard

574007 Arbor Club Way

Boca Raton, Florida 33433

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

Eyal Mordechai, President

(Printed or typed name and title)

5/31/02

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.


(Signature of Registered Agent)

5/31/02

(Date)