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Herbert F. Storch, Esq.

March 8, 2002

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

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-03/11/02--01084--015
*****35.00 *****35.00

RE: CHANGE OF REGISTERED AGENT
Thomas Matthew Skin Systems, Inc.

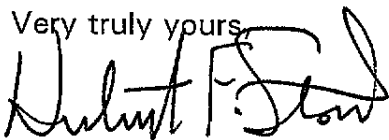
Dear Secretary of State:

Enclosed find:

- Statement of Change of Registered Office or Registered Agent or Both for Corporations; and
- this firm's check in the amount of \$35 representing the fee for the change.

Thank you.

Very truly yours,



HERBERT F. STORCH

HFS:gh

Enclosures

statement of change form
\$35 check

FILED
02 MAR 11 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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.

1. The name of the corporation is: THOMAS MATHEW SKIN SYSTEMS, INC.

2. The mailing address of the corporation is: C/O ENEIDA OBROTKA, FRENCH HILL
ESTATES 16 BLACK BRIAR LANE, #9 WAYNE, N.J. 07470

3. Date of incorporation/qualification: 2-27-02 Document number: P0200022416

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

UCC FILING & SEARCH SERVICES, INC.

526 EAST PARK AVENUE

TALLAHASSEE, FLORIDA 32301

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

HERBERT F. STORCH

120 S. UNIVERSITY DR # "F"
PLANTATION, FL 33324

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

3-6-02
(Date)

ENEIDA OBROTKA, PRES
(Printed or typed name and title)

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]
(Signature of Registered Agent)

3-7-02
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA