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R.A. Chang

C. Coulllette AUG 22 2005



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 555687 7497348

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : August 22, 2005

ORDER TIME : 12:57 PM

ORDER NO. : 555687-005

CUSTOMER NO: 7497348

CUSTOMER: Elisabeth Reynolds
Lizzie Love The Clown, Inc.
2202 Nova Village Drive

Davie, FL 33317

CHANGE OF AGENT

NAME: LIZZIE LOVE THE CLOWN, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper -- EXT# 2948

EXAMINER: _____

**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, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: LIZZIE LOVE THE CLOWN, INC.
2. The principal office address: 2202 Nova Village Drive, Davie, FL 33317
3. The mailing address (if different): _____

4. Date of incorporation/qualification: August 19, 2002 Document number: P02000089743

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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TALLAHASSEE, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box NOT acceptable)
Tallahassee, FL 32301

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, or the corporation has been notified in writing of the change.

Lisabeth Reynolds
(Signature of an officer or director)

LISABETH REYNOLDS, OWNER
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Corporation Service Company
By Deborah D Skipper
(Signature of Registered Agent)

8/22/2005
(Date)

If signing on behalf of an entity:

Deborah D. Skipper
Asst. V. Pres.
(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314