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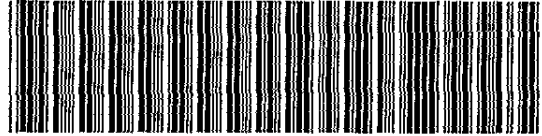
(Business Entity Name)

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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Chen

February 23, 2006

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

*Re: Spa Ventures, Inc.*

To whom it may concern:

Enclosed for filing is the following:

Statement of Change of Registered Office and Registered Agent for Spa Ventures, Inc.

Also enclosed is a check in the amount of \$35.00 representing the filing fee for the enclosed document.

Sincerely,

A handwritten signature in cursive script, appearing to read "Lorna Baxter".

Lorna Baxter

Enclosures

**STATEMENT OF CHANGE OF  
REGISTERED OFFICE AND REGISTERED AGENT FOR  
SPA VENTURES, INC.**

Spa Ventures, Inc., hereby changes its registered office and registered agent pursuant to *Florida Statutes §607.0502* as follows:

- (a) The name of the Corporation: Spa Ventures, Inc.
- (b) Current Registered Office: 500 East Broward Boulevard  
Suite 1940  
Ft. Lauderdale, FL 33394
- (c) New Registered Office: 1111 Tyler Street  
Hollywood, FL 33019
- (d) Current Registered Agent: Jonathan Brody  
500 East Broward Boulevard  
Suite 1940  
Ft. Lauderdale, FL 33394
- (e) New Registered Agent: Lorna Baxter  
1111 Tyler Street  
Hollywood, FL 33019

(f) The street address of the Corporation's registered office and the street address of the business office of its registered agent, as changed, are identical.

(g) The above described change to the registered office and registered agent was authorized by a resolution duly adopted by the board of directors of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the President and sole director of the Corporation, has adopted and executed this statement of change of registered office and registered agent on March 14, 2006.

By: Lorna Baxter  
Lorna Baxter, President and Director

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TALLAHASSEE, FLORIDA

**Consent and Acceptance of Appointment of Registered Agent of Spa Ventures, Inc.**

Having been named as registered agent and to accept service of process for SPA VENTURES, INC., at the place designated in the statement of change of registered office and registered agent, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with all provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 14 day of March, 2006.

Lorna Baxter  
Lorna Baxter