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BYRON L. SPARBER
SYDNEY S. TRAUM
OF COUNSEL

May 18, 1998

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

Re: Change of Registered Agent/Registered Office
Grade 1 International, Inc.
Sole Concept, Inc.

500002533885--8

-05/22/98--01118--003

*****70.00 *****35.00

Dear Ladies/Gentlemen:

I enclose a Statement of Change of Registered Office or Registered Agent or Both for Corporations for the two corporations referenced above. As the registered agent for both corporations, I have signed the acceptance on both forms. Please file the form and change the records of the corporations accordingly. I have enclosed our check for \$70.00 to cover the filing fees of \$35.00 for each statement..

Very truly yours,

ZACK KOSNITZKY, P.A.

By: 

Marc J. Sternbaum

MJS/mcm
Enclosures

FLORIDA DEPARTMENT OF STATE, SECRETARY OF

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

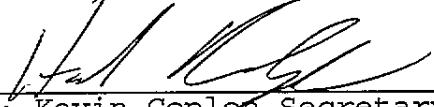
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98 MAR 22 PM 2:16
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Pursuant to the provisions of section 607.0502 or 607.1508, 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.

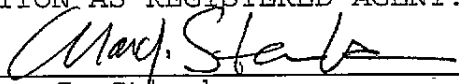
1. The name of the corporation is: GRADE 1 INTERNATIONAL, INC.
2. Date of Incorporation: 05/15/95
3. Document number: P95000040140
4. The name and address of the current registered agent and registered office is: Marc J. Sternbaum, 201 Alhambra Circle, suite 1200, Coral Gables, Florida 33134.
5. The name and address of the new registered office of the registered agent is: Marc J. Sternbaum, 100 S.E. 2nd Street, 28th Floor, Miami, Florida 33131.

The street address of its registered agent 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: 
Name/Title: Kevin Coplon, Secretary-Treasurer
Dated: April 23, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


Marc J. Sternbaum