

P95000082325

COHEN AND RANDALL

COUNSELLORS AT LAW
1100 FRANKLIN AVENUE
GARDEN CITY, NEW YORK 11530
516-877-2720

NORMAN H. COHEN*
MARTIN E. RANDALL
*ALSO MEMBER OF FLORIDA BAR

FELIX G. LANGER (1901-1991)

CONFERENCE FACILITY
122 EAST 42ND STREET
NEW YORK CITY
212-551-1136

OUT OF STATE: 800-223-5840
TELECOPIER: 516-877-2736

PERSONAL AND CONFIDENTIAL

September 23, 1999

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

ATT: Ms. Louise Jackson

RE: Ventura Management, Inc.
Universal Luggage Co. Inc.

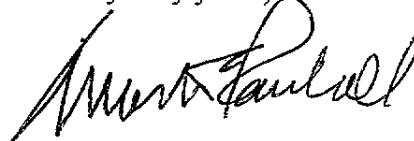
Dear Ms. Jackson:

Thank you for your recent telephone call.

900002998009--2
-09/27/99--01133--001
*****70.00 *****35.00

Enclosed for filing are the Statements of Change of Registered Office or Registered Agent which inadvertently were not included in my letter to you of September 15, 1999.

Very truly yours,



Martin E. Randall

MER:cm
Enc.

C: VALIDITY OF CORP. STATEMENTS OF CHANGE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 24 PM 2:29

R. A. Change
LFS 9-27-99

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TELECOPIER: 516-877-2736

CERTIFIED MAIL,
RETURN RECEIPT REQUESTED

September 15, 1999

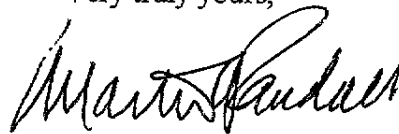
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Ventura Management, Inc.
Universal Luggage Co. Inc.

Gentlemen:

Enclosed is our check payable to you for \$70 representing the filing fees and for filing for each of the above corporations a Statement of Change of Registered Office or Registered Agent, or Both for Corporations.

Very truly yours,



Martin E. Randall

MER:cm
Enc.

cc w/o enc.: Mr. Walter Bialo

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: Ventura Management, Inc.

1b. Date of incorporation October 26, 1995 Document number P950000 82325

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

Walter Bialo, 5207 Banyan Lane, Tamarac, FL 33319

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)
Walter Bialo, 5927 Vintage Oaks Circle, Delray Beach, FL 33484

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.

WB [Signature]
SIGNATURE 9/9/99
DATE

Walter Bialo, President
(Type or printed name and title)

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.

SIGNATURE BY: WB [Signature]
(Registered Agent) Walter Bialo
DATE 9/9/99

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

CR2E045 (7-91)

Filing Fee: \$35.00

(FLA. - 2194 - 3/4/92)
CT System

TOTAL P.02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 24 PM 2:29