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Joseph Paternostro
Accounting Services
901 N.E. 125th St., Ste. #103
North Miami, FL 33161

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

RTA Charge
8-28-00
AKS

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: Gym Clothes, Inc.
2. The mailing address of the corporation is: 420 LINCOLN AVE., SUITE 412
MIAMI BEACH, FL. 33139
3. Date of incorporation/qualification: 6/96 Document number: FEL-65-0633360
P95-93332
4. The name and address of the current registered agent and office:
MAURIA FERRERA
1521 ALTON ROAD
MIAMI BEACH, FL. 33139
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
SHELIA KOZER
420 LINCOLN ROAD, SUITE 412
MIAMI BEACH, FL. 33139

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.

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

Tom Benedict

(Printed or typed name and title)

1/25/00
(Date)

4/15/00
(Date)

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.

SHELIA KOZER
(Signature of Registered Agent)

If signing on behalf of an entity:

SHELIA KOZER
(Typed or Printed Name)

Agent
(Capacity)