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November 3, 1997

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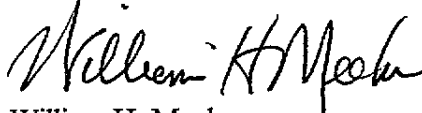
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Cache' Unlimited, Inc.
Charter No. P97000068764
Our File: 97229

Enclosed is the Statement of Change of Registered Office and Registered Agent together with our firm's check in the amount of \$35.00 to cover the cost of filing same.

Very truly yours,

NILES, DOBBINS and MEEKS



William H. Meeks
For the Firm

WHM/jek
Enc.

cc: Cache' Unlimited, Inc.
Corporation Information Services, Inc.

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FILED
97 NOV -5 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AA change

TLL NOV 5 0 1997

Charter No. P97000068764
Date Filed: August 7, 1997

FILED
97 NOV -5 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: CACHE' UNLIMITED, INC.
2. The named and address of its present registered agent is:
Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301
3. The name and street address to which its registered agent is to be changed is: (P. O. Box is not acceptable)

Kathy Barnette
451 SE 9th Avenue
Pompano Beach, FL 33060
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Signature: Kathy Barnette
Kathy Barnette
President
Date: November 1, 1997

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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Print/Type name: Kathy Barnette

Signature: Kathy Barnette Date: Nov. 1, 1997