

3/19/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: RAREWEAR, INC.

AUDIT NUMBER.....H98000005342

DOC TYPE.....REGISTERED AGENT CHANGE

CERT. OF STATUS..0

PAGES..... 2

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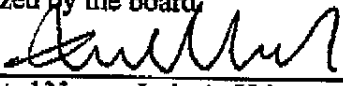
Statement of Change of Registered Office or Registered Agent or Both for Corporations

Pursuant to the provisions of section 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: **RAREWEAR, INC.**
2. The mailing address of the corporation is:
20255 West Oak Haven Circle
North Miami Beach FL 33179
3. Date of incorporation/qualification: 3/12/98 Document Number: P98000023938
4. The name and address of the current registered agent and office:
Michael P. Weinreb
20255 West Oak Haven Circle
North Miami Beach FL 33179
5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
Jodi Weinreb
20255 West Oak Haven Circle
North Miami Beach FL 33179


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.

By: 
Printed Name: Luis A. Uriarte
Printed Title: Asst. Secretary

Date: 3-19-98

Having been named as registered agent and I 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.

By: 
Jodi Weinreb
by L.A. Uriarte as attorney-in-fact

Date: 3-19-98

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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