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October 22, 1998

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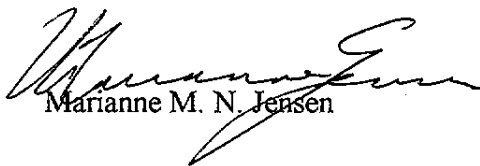
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Joanie Criscione, Inc.
Criscione Licensing, Inc.

Dear Sir or Madam:

Please find enclosed two Statements of Change of Registered Office and Agent for the above-captioned corporations. Also enclosed are two checks in the amount of \$35 for the filing fees, made payable to the Florida Department of State.

Very truly yours,


Marianne M. N. Jensen

FILED
98 OCT 27 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA. Chang
10-29-98
CC

**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: Joanie Criscione, Inc.

2. The mailing address of the corporation is: 2509 N.W. 63rd Street
Boca Raton, Florida 33496

3. Date of incorporation/qualification: June 15, 1998 Document number: P98000053228

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

Blumberg Excelsior Corporate Services, Inc.

4435 Old Winter Garden Road

Orlando, Florida 32802

5. The name and address of the new registered agent and office: (P. O. Box **Not** Acceptable)

Ms. Joanie Cooper

2509 N.W. 63rd Street

Boca Raton, Florida 33496

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TALLAHASSEE, FLORIDA

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.

Joanie Criscione Cooper
(Signature of an officer, chairman or vice chairman of the board)

OCT 10 1998
(Date)

Joanie Cooper, President

(Printed or typed name and title)

(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.

Joanie Criscione Cooper
(Signature of Registered Agent)

OCT 10 1998
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***