

Judith E. Dacey, CPA
773 S. Kirkman Road-Suite 118
Orlando, FL 32811
(407) 298-4646 FAX 297-0588

Small Business Resources, Inc.

October 1, 1999

P99000059852

Office of the Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500003008225--4
-10/07/99--01027--005
*****35.00 *****35.00

Dear Sir:

RE: Let's Cook Naked.com, Inc.

Enclosed please find the original and one copy of the Statement of Change of Registered Office or Registered Agent, together with a check in the amount of \$35.00 for filing same.

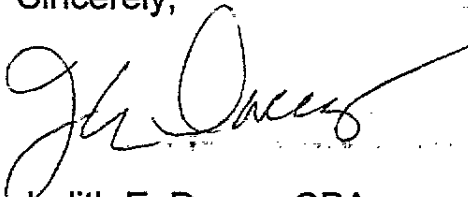
A CERTIFIED COPY IS NOT REQUESTED.

Thank you for your usual prompt attention to these matters.

Please return the letter of acknowledgment to:

Judith E. Dacey, CPA
773 S. Kirkman Road - Suite 118
Orlando, FL 32811

Sincerely,



Judith E. Dacey, CPA

RDA Change
10-18-99
MHS

OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT -7 AM 8:46

FILED

Enclosures

JD: ss

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:
Let's Cook Naked.com, Inc.

1b. The mailing address of the corporation is
5130 Watervista Drive
Orlando, FL 32821

1c. Date of incorporation:
07/01/99

Document number:
H99000016234

2. The name and address of the current registered agent and office:
Cynthia Cotteta
6550 MetroWest Blvd., Apt. #226
Orlando, FL 32835

3. The name and address of the new registered agent and office:
Kelly O'Brien
5130 Watervista Drive
Orlando, FL 32821

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.

Cynthia Cotteta
(Signature of an officer or chairperson)
CYNTHIA COTTETA
(Printed or typed name)

10/1/99
(Date)
PRESIDENT
(Printed or typed title)

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.

Kelly O'Brien
(Signature of Registered Agent)

10/4/99
(Date)

FILED
99 OCT -7 AM 8:46
TALLAHASSEE, FLORIDA

Appointment of Registered Agent

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That Let's Cook Naked.com, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Orlando, state of Florida, has named Kelly K. O'Brien, located at 5130 Watervista Drive, in the city of Orlando, state of Florida, 32821, as its agent to accept service of process within Florida.

Signature 
(Corporate Officer)

Title President

Date 10/1/99

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature 
(Registered Agent)

Date 10/4/99

STATE OF FLORIDA

COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Cynthia Cotteta who is to me well known to be the person who executed the foregoing statement of change of registered office or registered agent and acknowledged before me, according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Orlando in said County and State this first day of October, 1999.



Notary Public
STATE OF FLORIDA

Personally Known

or

Produced Identification

Type of ID produced: _____

