

SEEGEL LIPSHUTZ & WILCHINS, P.C.

ATTORNEYS AT LAW

P99000105007

RICHARD L. SEEGEL
DAVID M. LIPSHUTZ*
STEPHEN N. WILCHINS
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MARK A. KABLACK

*ALSO ADMITTED IN PENNSYLVANIA

**ALSO ADMITTED IN NEW YORK

+ALSO ADMITTED IN DISTRICT OF COLUMBIA

March 5, 2002

DON J.J. CORDELL
ANGELA M. COX
SCOTT A. JOSEPH
LISA D. CASTANO
ANN M. DE KRUYFF

OF COUNSEL

WILLIAM A. DEVASHER, JR.
DAVID S. KATZ

SAMUEL E. SEEGEL (1926-1992)

VIA FEDERAL EXPRESS

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

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-03/06/02--01038--001
*****35.00 *****35.00

RE: Stuff N Cards, Inc.
Document No. P99000105007

Dear Sir/Madam:

Enclosed for filing please find the Statement of Change of Registered Office or Registered Agent or Both for Corporations and a check in the amount of \$35.00 to cover the filing fee. Would you kindly timestamp the enclosed copy and return same to me in the self-addressed stamped envelope.

If you have any questions, please feel free to contact me. Thank you for your assistance in this matter.

Very truly yours,

Karen Regreus

Karen Regreus
Paralegal

Enclosures

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FILED
02 MAR -6 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A PROFESSIONAL CORPORATION

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 : Stuff N Cards, Inc.

2. The mailing address of the corporation : 5565 SE Federal Highway, Stuart, FL 34997

3. Date of incorporation/qualification: 11/23/99 Document number: P99000105007

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

Corporation Service Company

1201 Haus Street

Tallahassee, FL 32301

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

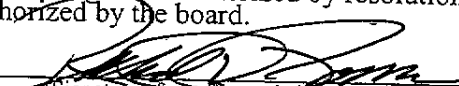
Margaret L. Stuchel

5565 SE Federal Highway

Stuart, FL 34997

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.


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

2/25/02
(Date)

Richard D. Ponn, President

(Printed or typed name and 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.


(Signature of Registered Agent) **Margaret L. Stuchel**

2-27-02
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

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TALLAHASSEE, FLORIDA

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