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March 12, 2002

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

300005107233--5
-03/14/02--01028--009
*****35.00 *****35.00

Re: Change of Registered Office/Agent

Gentlemen:

Enclosed are an original and one copy of a Statement of Change of Registered Office or Registered Agent or Both for Corporations to be filed for Rio Eyewear Group, Inc., a Florida corporation. Also enclosed is this firm's check in the amount of \$35.00 in payment of the filing fee.

After the Statement has been filed, please send an acknowledgment of filing to this office.

Sincerely,

Mary F. Fendle

Mary F. Fendle, Legal Assistant

/mf

Enclosures (2)

cc: Troy P. Davidson w/enclosure
Steven C. Lee, Esq. w/enclosure

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02 MAR 14 PM 3:39
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Ps 3/14/02

**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 : Rio Eyewear, Inc.
2. The mailing address of the corporation : 5698 Magnolia Bloom Terrace
Oviedo, FL 32765

3. Date of incorporation/qualification: 10/31/1990 Document number: S10126

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

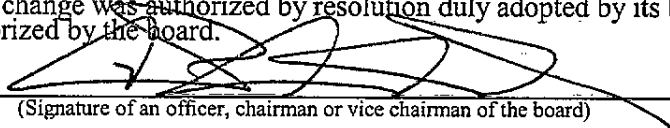
Darryl M. Bloodworth
800 N. Magnolia Ave., Suite 1500
Orlando, FL 32803

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

Dean Mead Services, LLC
800 N. Magnolia Ave., Suite 1500
Orlando, FL 32803

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)

FEB 15, 2002
(Date)

Troy P. Davidson, Jr., 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)

3/12/02

(Date)

If signing on behalf of an entity: DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO &
BOZARTH, P.A., SOLE MEMBER OF DEAN MEAD SERVICES, LLC

By: Steven C. Lee, Vice President

(Typed or Printed Name)

(Capacity)

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