



THE UNITED STATES  
CORPORATION  
COMPANY

F95000002119

ACCOUNT NO. : 072100000032

REFERENCE : 118939 7115793

AUTHORIZATION :

*Patricia Pigette*

COST LIMIT : \$ 35.00

ORDER DATE : February 1, 1999

ORDER TIME : 10:03 AM

ORDER NO. : 118939-300

800002763268--8

CUSTOMER NO: 7115793

CUSTOMER: Brad R. Mays, Director  
Proffitt's, Inc.  
750 Lakeshore Parkway

Birmingham, AL 35211

CHANGE OF AGENT

NAME: WIN REALTY HOLDINGS II, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

DIVISION OF CORPORATION

99 FEB -3 AM 10:37

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 FEB -3 PM 12:26

FILED

*See 2/3*

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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 Delaware 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: WIN REALTY HOLDINGS II, INC.

2. The mailing address of the corporation is: 750 LAKESHORE PKWY  
BIRMINGHAM, AL 35211

3. Date of incorporation/qualification: May 1, 1995 Document number: F95000002119

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

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)  
Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

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

January 22, 1999  
(Date)

JOAN F. KREY, Secretary

(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.

Corporation Service Company  
Karen B. Rozar  
(Signature of Registered Agent)

2-1-99  
(Date)

If signing on behalf of an entity:

KAREN B. ROZAR  
(Typed or Printed Name)

Assistant Vice President  
(Capacity)