

848692



ACCOUNT NO. : 072100000032

REFERENCE : 360556 4382779

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 35.00

ORDER DATE : May 9, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 360556-080

CUSTOMER NO: 4382779

CUSTOMER: Ms. Geraldine L. Banyal  
Painewebber Group, Inc.  
1285 Avenue Of The Americas  
New York, NY 10019

200002179462--1

CHANGE OF AGENT

NAME: CT MONROE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

FILED  
97 MAY 15 PM 12:18  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*R A - 69  
KRS  
5/15*

*5/9/97 11:05 AM  
CSC*

Florida Department of State, Jim Smith, Secretary of State

**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 Florida.

1a. The name of the corporation is: \_\_\_\_\_  
CT MONROE CORPORATION

1b. Date of incorporation: \_\_\_\_\_ Document number \_\_\_\_\_

2. The name and address of the current registered agent and office:  
C T CORPORATION SYSTEM  
1200 SO. PINE ISLAND DRIVE PLANTATION FL

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)  
CORPORATION SERVICE COMPANY  
1201 Hays Street, Tallahassee, Florida 32301

RECEIVED  
MAY 15 PM 12:41  
TALLAHASSEE FLORIDA  
33324

The street address of its registered agent 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.

Geraldine L. Banyai  
SIGNATURE  
4/14/97  
DATE

GERALDINE L. BANYAI  
ASST SECRETARY  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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  
LISA G. MULLIGAN  
SIGNATURE BY: Lisa G. Mulligan  
ASST VICE PRESIDENT  
DATE 5-10-97