Document Number Only 21	100
C T CORPORATION SYSTEM	
660 East Jefferson Street	
Requestor's Name	
Tallahassee, Florida 32301	9000024290190
Address (850) 222-1092	-02/12/9801076004 *****35.00 *****35.00
City State Zip Phone	
CORPORATION(S) NAME	-
AT; T Capital Holdings, Inc	70.00
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## 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 <a href="Delaware">Delaware</a> 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: AT&T Capital Holdings, Inc.
1b. Date of incorporation April 27, 1990 Document number P29100
2. The name and address of the current registered agent and office:
The Prentice-Hall Corporation System, Inc.
1201 Hayes Street, Suite 105, Tallahassee, FL 32301
3. The name and address of the new registered agent and office:  (P.O. Box Not Acceptable)  C T CORPORATION SYSTEM
c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Flatida 3332
The street address of its registered agent and the street address of the business 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.  Christine Brunke, Vice President  SIGNATURE  November 17, 1997  DATE
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.  CT CORPORATION SYSTEM SIGNATURE BY:  Charles W. Meyer (Registered Agent) Spec. Prict. Sec.  DATE November 17, 1997
Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

Filing Fee: \$35.00

(FLA. -2194 - 3/4/92)

CR2E045 (7-91)