

P98000076839

DAVID J. WIENER, P.A.

COUNSELOR AT LAW
SUITE 280
2401 PGA BOULEVARD
PALM BEACH GARDENS, FLORIDA 33410
Tel (561) 624-2988
Fax (561) 624-9507
E-mail dwiener@ix.netcom.com

FILED
93 NOV 10 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID J. WIENER
BOARD CERTIFIED REAL ESTATE LAWYER
ADMITTED TO PRACTICE IN FLORIDA
AND NEW YORK

November 9, 1998

600002684666--1
-11/10/98--01075--001
*****35.00 *****35.00

Secretary of State
Division of Corporations
UCC Filings
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Centrefund Development (Abacoa Plaza) Corp.

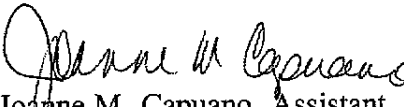
Dear Sir/Madam:

Enclosed please find a Statement of Change of Registered Agent for filing along with our check number 1023 in the amount of \$35.00 to cover the costs of filing same. I have also enclosed a UCC-1 Financing Statement along with our check number 213724 in the amount of \$25.00 to cover the cost of filing same.

Should you have any questions concerning the foregoing, please feel free to call me.

Sincerely,

DAVID J. WIENER, P.A.


Joanne M. Capuano, Assistant

/jmc
Encl.

RA Chg-

VS NOV 16 1998

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 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.

1a. The name of the corporation is: Centrefund Development (Abacoa Plaza) Corp.

1b. Date of Incorporation: September 2, 1998
Document No.: P98000076839.

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

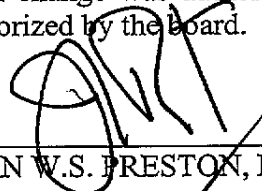
3. The name and address of the new registered agent and office:

David J. Wiener, Esq.
David J. Wiener, P.A.
2401 PGA Boulevard
Suite 280
Palm Beach Gardens, Florida 33410

FILED
98 NOV 10 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent, as changed, will be identical.

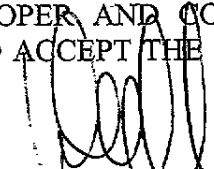
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



JOHN W.S. PRESTON, Director/President

9/8/98
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.

Signature: 
DAVID J. WIENER

Date: 9/8/98