



P15564

FILED
97 DEC 30 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 644583 4703503
AUTHORIZATION : *Patricia Pujate*
COST LIMIT : \$ 35.00

ORDER DATE : December 22, 1997

ORDER TIME : 10:59 AM

ORDER NO. : 644583-130

CUSTOMER NO: 4703503

400002386084--0

CUSTOMER: Ms. Marilyn O'leary
Bessemer Securities
39th Floor
630 Fifth Avenue
New York, NY 10111

CHANGE OF AGENT

NAME: THE BESSEMER GROUP,
INCORPORATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

RA Chg.

VS DEC 31 1997.

97 DEC 30 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State, Jim Smith, Secretary of State

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TALLAHASSEE FLORIDA

**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: _____

THE BESSEMER GROUP, INCORPORATED

1b. Date of incorporation: 8/12/87 Document number P15564

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

WILLIAM A. MATTHEWS

222 ROYAL PALMWAY

PALM BEACH

FL

33480

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

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.

Richard R. Davis
SIGNATURE

12/22/97

DATE

Richard R. Davis, Exec. Vice Pres.
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 COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY

SIGNATURE

By:

Vicki Schreiber
ASST. VICE PRESIDENT

DATE

12/29/97