

820894



ACCOUNT NO. : 072100000032

REFERENCE : 644583 4703503

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piquet

FILED
97 DEC 30 AM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 22, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 644583-115

500002386085--6

CUSTOMER NO: 4703503

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

CHANGE OF AGENT

NAME: BESSEMER SECURITIES
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

RA Chg.

VS DEC 31 1997

Florida Department of State, Jim Smith, Secretary of State

FILED
97 DEC 30 PM 3:15
SECRETARY OF STATE
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: _____
BESSEMER SECURITIES CORPORATION

1b. Date of incorporation: 11/14/67 Document number 820894

2. The name and address of the current registered agent and office:
WILLIAM H. ATTERBURY III, ESQ

321 ROYAL POINT CIENA 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, SR. VICE PRESIDENT
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
SIGNATURE By: *Vicki Schreiber*
VICKI SCHREIBER
ASST. VICE PRESIDENT
DATE 12/29/97