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217508

August 21, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

Re: Melbourne Shopping Centers, Inc./Change of Registered Agent

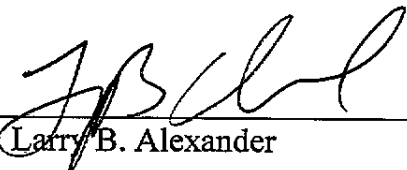
Enclosed are the original and a copy of a Statement of Change of Registered Agent for the captioned corporation. Please file the original and date stamp and return enclosed copy. A self-addressed and stamped envelope is enclosed for your convenience.

A check in the amount of \$35.00 is enclosed to cover the filing fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By


Larry B. Alexander

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Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8-24-98

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

Pursuant to the provisions of section 607.0502, 617.0502, 607.1508, or 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:

1. The name of the corporation is: Melbourne Shopping Centers, Inc.
2. The mailing address of the corporation is: 515 North Flagler Drive, Suite 1325
West Palm Beach, FL 33401
3. Date of incorporation/qualification: 11/24/1958. Document number: 217508
4. The name and address of the current Registered Agent and Office is:

Keith S. Billups
1936 George Jenkins Blvd.
Lakeland, FL 33801
5. The name and address of the new Registered Agent and Office (P.O. Box Not Acceptable) is:

Larry B. Alexander
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401

The street address of its Registered Office 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.

MELBOURNE SHOPPING CENTERS, INC.

Date: 4-30-98

By: [Signature]
Print Name: Paul B Hanna,
Its: President

Having been named as Registered Agent and to accept service of process for the above-stated corporation, 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.

Date: April 30, 1998

[Signature]
Print Name: Larry B. Alexander

If signing on behalf of an entity:

Date: _____

By: _____
Print Name: _____
Its: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA