



399421

ACCOUNT NO. : 072100000032

REFERENCE : 829103 4373528

AUTHORIZATION : *Patricia Piggitt*

COST LIMIT : \$ 35.00

ORDER DATE : May 22, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 829103

CUSTOMER NO: 4373528

CUSTOMER: Ms. Roddie Brunstrom
The Rouse Corporation
10275 Patuxent Pkwy.
(legal Division)
Columbia, MD 21044

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN -2 PM 4:06

FILED

000002544580--0

CHANGE OF AGENT

NAME: ROUSE-TAMPA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Stacy L Earnest

DIVISION OF CORPORATION

98 JUN -2 AM 11:26

RECEIVED

6/4

For R.A. Change



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1998

CSC
STACY
TALLAHASSEE, FL

SUBJECT: ROUSE-TAMPA, INC.
Ref. Number: 399421

RESUBMIT

Please give original
submission date as file date.

We have received your document for ROUSE-TAMPA, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of incorporation of the above named entity was April 17, 1972 -- please correct the date in number three of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 298A00031196

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DIVISION OF CORPORATION

*** FILING FEE: \$35.00 ***

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 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: ROUSE-TAMPA, INC.
2. The mailing address of the corporation is: C/O JOHN SZYMANSKI, THE ROUSE COMPANY BUILDING,
COLUMBIA, MD 21044
3. Date of incorporation/qualification: April 17, 1972 Document number: 399421
4. The name and address of the current registered agent and office:

CT-CORPORATION SYSTEM

1200 S. PINE ISLAND ROAD

PLANTATION, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



(Signature of an officer, chairman or vice chairman of the board)

5-20-98

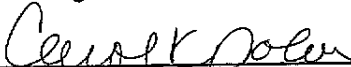
(Date)

David Schwiesow, Vice President

(Printed or typed name and title)

(Date)

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.



(Signature of Registered Agent)

6-1-98

(Date)

If signing on behalf of an entity:

Carol K. Dolor

(Typed or Printed Name)

Authorized Representative

(Capacity)