

520921



ACCOUNT NO. : 072100000032  
REFERENCE : 848512 167868A  
AUTHORIZATION : Patricia Pignato  
COST LIMIT : \$ 35.00

ORDER DATE : June 9, 1998  
ORDER TIME : 1:12 PM  
ORDER NO. : 848512  
CUSTOMER NO: 167868A

CUSTOMER: Ms. Carol R. Mullis  
First Union Corporation  
One First Union Ctr  
Legal Dept. - 31st Floor  
Charlotte, NC 28288

FILED  
98 JUN 17 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600002563256--7

CHANGE OF AGENT

NAME: CONGRESS FINANCIAL CORPORATION  
(FLORIDA)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

98 JUN 17 PM 2:42  
DIVISION OF CORPORATION  
RECORDED

4/18 Jon RA. Change

\*\*\* 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: CONGRESS FINANCIAL CORPORATION (FLORIDA)

2. The mailing address of the corporation is: 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036

3. Date of incorporation/qualification: December 27, 1976 Document number: 520921

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

CT Corporation System
1200 South 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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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] June 2, 1998
(Signature of an officer, chairman or vice chairman of the board) (Date)

Margaret Egger Asst. Corp. Sec. June 2, 1998
(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.

Corporation Service Company
Karen B Rozar 6-16-98
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

KAREN B. ROZAR Assistant Vice President
(Typed or Printed Name) (Capacity)