

CT CORPORATION SYSTEM

822 993

1201 Peachtree Street, NE
Atlanta, GA 30361
Tel. 404 888 7790
Fax 404 888 6499

December 11, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Heyward Incorporated
Order #: 1468737

700002712437--2
-12/15/98--01028--013
*****35.00 *****35.00

Counsel: David Stuart

Gentlemen:

As requested by counsel, we enclose for filing a Statement of Change of Registered Agent or Office on behalf of this corporation, together with funds in payment of the required fees.

These papers should be filed on an expedited basis and evidence of the filing returned to to my attention.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-241-8922.

Very truly yours,

S. Nikol Lombard

S. Nikol Lombard
Associate Customer Specialist

/snl

Enclosure(s)

Special Instructions:

FILED
98 DEC 15 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*PA chg
DEC 12-29*

Florida Department of State, Jim Smith, Secretary of State

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 North Carolina submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Heyward Incorporated

1b. Date of incorporation July 2, 1969 Document number 622993

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

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1200 S. Pine Island Road, Plantation, FL 33324

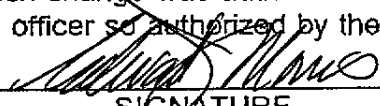
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

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c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

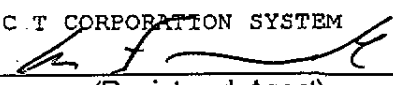
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE
December 8, 1998

DATE

Senior Vice President
(Type 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.

C T CORPORATION SYSTEM
SIGNATURE BY: 
(Registered Agent)

DATE 12/11/98

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

Filing Fee: \$35.00