

CT CORPORATION SYSTEM

825604

120 South Central Avenue
Clayton, MO 63105
Tel. 314 863 5545
Fax 314 863 1578

September 29, 1998

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

600002654576--8
-10/02/98--01070--011
*****35.00 *****35.00

Re: C.J. GAYFER & COMPANY, INCORPORATED
MERCANTILE LOGISTICS COMPANY, INC.
MERCANTILE PROPERTIES, INC.
Order #1409962

Gentlemen:

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

Evidence of the filings should be returned to this office by regular mail using the enclosed self addressed stamped envelope.

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: 1-800-325-2671.

Very truly yours,

Cathi J. Wall

Cathi J. Wall
Customer Specialist

Enclosure

FILED
98 OCT -2 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Charge
10-7-98
CC

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 Delaware 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: C. J. GAYFER & COMPANY, INCORPORATED

1b. Date of incorporation 09/02/66 Document number 825604

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

Betsy Crockett

c/o Gayfer's, 9th Avenue & Brent Lane, Pensacola, FL 32505

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

C T CORPORATION SYSTEM

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
9/29/98
DATE

Paul J. Schroeder, Jr., 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.


SIGNATURE BY:
J. L. Miles, Asst. Secretary (Registered Agent)
DATE 9/29/98

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

CR2E045 (7-91)

Filing Fee: \$35.00