

# 831323



**THE UNITED STATES  
CORPORATION**  
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE : 848512 167868A

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 35.00

ORDER DATE : June 9, 1998

ORDER TIME : 1:22 PM

ORDER NO. : 848512-275

CUSTOMER NO: 167868A

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

800002563258--1

**FILED**  
98 JUN 17 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: CONGRESS TALCOTT CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

**RECEIVED**  
98 JUN 17 PM 2:42  
DIVISION OF CORPORATION

*6/18*  
*John*  
*RA.*  
*Change*

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

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

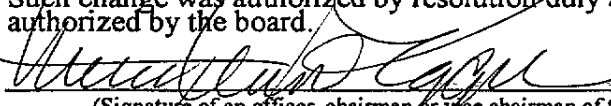
Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Pennsylvania submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: CONGRESS TALCOTT CORPORATION
2. The mailing address of the corporation is: 1133 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036
3. Date of incorporation/qualification: November 27, 1973 Document number: 831323
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

**FILED**  
98 JUN 17 PM 4:10  
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)

6/2/98  
(Date)

  
(Printed or typed name and title)

6/2/98  
(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  
(Signature of Registered Agent)

6-16-98  
(Date)

If signing on behalf of an entity:

KAREN B. ROZAR

(Typed or Printed Name)

Assistant Vice President

(Capacity)