

845202



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 348856 4382779

AUTHORIZATION :

Patricia Poynter

COST LIMIT : \$ 35.00

ORDER DATE : April 30, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 348856-195

CUSTOMER NO: 4382779

CUSTOMER: Ms. Geraldine L. Banyai
Painewebber Group, Inc.
1285 Avenue Of The Americas

200002165452-- 8

New York, NY 10019

CHANGE OF AGENT

NAME: PW IDLEWILD CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

FILED
97 MAY -5 PM 1:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 MAY -5 AM 11:25
DIVISION OF CORPORATION

5/5
John R.A. Chang

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 Florida.

1a. The name of the corporation is: _____

PW IDLEWILD CORPORATION

1b. Date of incorporation: _____ Document number _____

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

C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE

PLANTATION

FL

33324

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

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.

Geraldine L. Banyai
SIGNATURE

4/11/97
DATE

GERALDINE L. BANYAI

ASST SECRETARY

Typed 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.

CORPORATION SERVICE COMPANY

LISA G. MULLIGAN

SIGNATURE By: *Lisa G. Mulligan*

ASST VICE PRESIDENT

DATE 5-1-97