



THE UNITED STATES  
CORPORATION  
COMPANY

850431

ACCOUNT NO. : 072100000032

REFERENCE : 348856 4382779

AUTHORIZATION :

COST LIMIT : \$ 35.00

*Patricia Puyet*

ORDER DATE : April 30, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 348856-200

1000002165451--1

CUSTOMER NO: 4382779

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

New York, NY 10019

CHANGE OF AGENT

FILED  
97 MAY -5 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NAME: THIRD INCOME PROPERTIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Paula K. Kendrick

5/5

*John*  
*R.A.*  
*Change*

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

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: \_\_\_\_\_  
THIRD INCOME PROPERTIES, INC.

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 COM-  
PLETE 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