

F00000003338



FILED  
01 JAN 29 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 979370 7223852  
AUTHORIZATION : Patricia Pizut  
COST LIMIT : \$ 35.00

ORDER DATE : January 26, 2001  
ORDER TIME : 10:55 AM  
ORDER NO. : 979370-160  
CUSTOMER NO: 7223852  
CUSTOMER: Mr. Michael D. Axelrad  
Centeramerica Property Trust,  
3901 Bellaire Blvd.  
Houston, TX 77025

400003589714--5

CHANGE OF AGENT

NAME: CFP, INC.

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

G. COULLETTE JAN 29 2001

**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.

1. The name of the corporation is: CFP, INC. doing business in Florida as CFP TEXAS, INC.

2. The mailing address of the corporation is: 3901 BELLAIRE BOULEVARD  
HOUSTON, TX 77025

3. Date of incorporation/qualification: June 12, 2000 Document number: F00000003338

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

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

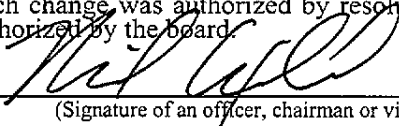
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

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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)

(Date)

MICHAEL D. AXELRAD, Secretary  
(Printed or typed name and title)

*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  
By: Deborah D. Skipper  
(Signature of Registered Agent)

1-26-01  
(Date)

If signing on behalf of an entity:

DEBORAH D. SKIPPER  
(Typed or Printed Name)

Assistant Vice President  
(Capacity)

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