

F00000003351



ACCOUNT NO. : 072100000032

REFERENCE : 979370 7223852

AUTHORIZATION :

COST LIMIT : \$ 350.00

Patricia Piguet

FILED
01 JAN 29 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 26, 2001

ORDER TIME : 10:44 AM

ORDER NO. : 979370-120

CUSTOMER NO: 7223852

CUSTOMER: Mr. Michael D. Axelrad
Centeramerica Property Trust,
3901 Bellaire Blvd.

000003589710--7

Houston, TX 77025

CHANGE OF AGENT

NAME: CFP VENTURE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN 29 PM 12:10

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 VENTURE, 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: F00000003351

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

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

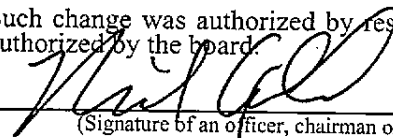
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

FILED
01 JAN 29 PM 2:30
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)

(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 *****