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FILED
02 AUG 22 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 490203 5053540

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : March 22, 2002

ORDER TIME : 3:08 PM

ORDER NO. : 490203-970

700007303287--5

CUSTOMER NO: 5053540

CUSTOMER: Mr. Jim Bryant
Central Parking Corporation
2401 21st Avenue South
Suite 200
Nashville, TN 37212

CHANGE OF AGENT

NAME: PARKING FACILITY SYSTEM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ellyn Herndon

RECEIVED
02 AUG 22 PM 4:02
SECRETARY OF STATE
DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA

C. Goulette AUG 22 2002

**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 Tennessee 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 : PARKING FACILITY SYSTEM, INC.

2. The mailing address of the corporation : 2401 21st Avenue South, Suite 200

Nashville, TN 37212

3. Date of incorporation/qualification: July 24, 2001 Document number: F0100008920

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

C T Corporation System

1200 South Pine Island Road

Plantation, FL 33324

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

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

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.

Laura R. Dunlap

(Signature of an officer, chairman or vice chairman of the board)

8/16/02

(Date)

Laura R. Dunlap, Attorney in Fact

(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.

Cynthia L. Harris

(Signature of Registered Agent)

8/22/2002

(Date)

If signing on behalf of an entity:

**Cynthia L. Harris
as its agent**

(Typed or Printed Name)

(Capacity)

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