

F92000000322



ACCOUNT NO. : 072100000032

REFERENCE : 523071 7170545

AUTHORIZATION :

Patricia Kyzek

COST LIMIT : \$ 35.00

ORDER DATE : December 20, 1999

ORDER TIME : 3:36 PM

ORDER NO. : 523071-260

100003078741--9

CUSTOMER NO: 7170545

CUSTOMER: Mr. William Schwartz
First Union Corporation
Legal Dept. Pa 4840
1339 Chestnut Street
Philadelphia, PA 19107

CHANGE OF AGENT

NAME: PRESCOTT, BALL & TURBEN, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

ROA Charge
12-27-99
MS

CONTACT PERSON: Robert Turner

ALLAHAMMERS, FLORIDA

99 DEC 22 PM 4:52

FILED

ALLAHAMMERS, FLORIDA

99 DEC 22 PM 4:43

FILED

**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: PRESCOTT, BALL & TURBEN, INC.
2. The mailing address of the corporation is: 77 WEST WACKER DRIVE, CHICAGO, IL 60601
3. Date of incorporation/qualification: November 18, 1992 Document number: F9200000322
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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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.

Kenneth A. Koranda DECEMBER 14, 1999
(Signature of an officer, chairman or vice chairman of the board) (Date)

Kenneth A. Koranda 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 12/22/99
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

DEBORAH D. SKIPPER Assistant Vice President
(Typed or Printed Name) (Capacity)

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