

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0303 FAX

800-342-8086

ESN **93000001330**

PRINTED NAME
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 199542 5024449

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 35.00

ORDER DATE : December 23, 1996

ORDER TIME : 11:30 AM

ORDER NO. : 199542-005

CUSTOMER NO: 5024449

CUSTOMER: Asst Vice Pres Eileen Bannon
Lehman Brothers
3 World Financial Center
200 Vesey Street, 24th Floor
New York, NY 10285

RA

Change

500002042415--1

CHANGE OF AGENT

NAME: LIBERTY GP III INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk

Availability	12/31/96
Document	DOH
Examination	DOH
Update	DOH
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Verifier	DOH
Acknowledgement	DOH
W.P. Verifier	DOH

96 DEC 30 PM 3:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 31 PM 12:11
RECEIVED
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 of Florida.

1a. The name of the corporation is: _____

LIBERTY GP III INC.

1b. Date of incorporation / _____ Document number _____
qualification

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)

The Prentice-Hall Corporation System, Inc.

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.

Eileen M. Bannon
SIGNATURE
12/12/96
DATE

EILEEN M. BANNON
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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

The Prentice-Hall Corporation System, Inc.

SIGNATURE By: Vicki Schreiber
(Registered Agent) ASST VICE PRESIDENT
DATE 12/30/96