



THE UNITED STATES
CORPORATION
COMPANY

F93000001511

ACCOUNT NO. : 072100000032

REFERENCE : 402889 5018736

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 35

ORDER DATE : May 23, 1997

ORDER TIME : 10:41 AM

ORDER NO. : 402889-005

CUSTOMER NO: 5018736

CUSTOMER: Fran Schultz, Secretary
Conam Management Corporation
1764 San Diego Ave.

San Diego, CA 921101997

*KA
Change*

300002193503--3

CHANGE OF AGENT

NAME: CONTINENTAL AMERICAN
DEVELOPMENT INC.

FILED
97 MAY 28 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

5/28/97
<i>[Signature]</i>
<i>[Signature]</i>
<i>[Signature]</i>
<i>[Signature]</i>
<i>[Signature]</i>

97 MAY 28 PM 12:16
[Signature]

**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 California 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: Continental American Development, Inc.

1b. The mailing address of the corporation is: 1764 San Diego Avenue, San Diego, CA 92110-1906

1c. Date of incorporation: 01/25/83 Document number: F93000001511

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

C T Corporation System

1200 South Pine Island Road

Plantation, FL 33324

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

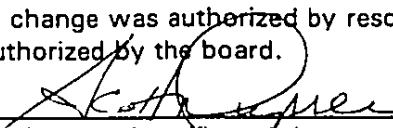
Corporation Service Company

1201 Hays Street, Suite 105

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.


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

5-19-97
(Date)

SCOTT DUPREE VP.
(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: 

(Signature of Registered Agent)

If signing on behalf of an entity:

A. P. Polizzi

(Typed or Printed Name)

May 15, 1997

(Date)

Assistant Vice President

(Capacity)

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TALLAHASSEE, FLORIDA