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LE OFF

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February 11, 2000

KAREN BLACK
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Internet Address:
kablack@hklaw.com

CERTIFIED MAIL

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL
32339

500003135595--6

-02/15/00--01063--012

*****35.00 *****35.00

Re: Barcelo Hotels U.S.A., Inc.

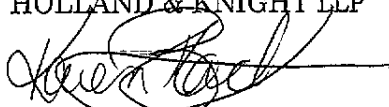
Dear Sirs/Mesdames:

We have enclosed for filing a Statement of Change of Registered Office or Registered Agent or Both for Corporations together with our firm check in the amount of \$35.00 for the filing fee.

Trusting that the enclosed documentation is complete and satisfactory please file the certificate and acknowledge filing as soon as possible.

If you have any questions regarding the above matter please do not hesitate to contact me.

HOLLAND & KNIGHT LLP


Karen Black
Paralegal

FILED
FEB 15 AM 8:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: file (w/enclosure)

ATL1 #195187 v2

RA Chg.

V. SHEPARD FEB 24 2000

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

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 FLORIDA 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: BARCELO HOTELS U.S.A., INC.
2. The mailing address of the corporation is: 8444 INTERNATIONAL DRIVE
ORLANDO, FL 32819
3. Date of incorporation/qualification: 1/12/94 Document number: F94000000151
4. The name and address of the current registered agent and office:

CHARLES SCOTT
RADISSON BARCELO HOTEL
8444 INTERNATIONAL DRIVE
ORLANDO, FL 32819

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

INTRASTATE REGISTERED AGENT CORPORATION
701 BRICKELL AVENUE, STE. 3000
MIAMI, FLORIDA 33131

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)

1/17/90
(Date)

Charles W. Scott / Vice-President

(Printed or typed name and title)

(Date)

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.

STEVEN H. HAGEN

(Signature of Registered Agent) Vice President

12/8/99
(Date)

If signing on behalf of an entity:

STEVEN H. HAGEN,

(Typed or Printed Name)

VICE PRESIDENT
(Capacity)