

F94000002157

WYATT, TARRANT & COMBS

CITIZENS PLAZA

LOUISVILLE, KENTUCKY 40202-2898

502 589-5235

FAX 502 589-0309

1700 LEXINGTON FINANCIAL CENTER  
LEXINGTON, KY 40507  
606 233-2012

TAYLOR-SCOTT BUILDING  
FRANKFORT, KY 40601  
502 223-2104

ELSBY BUILDING  
NEW ALBANY, IN 47150  
812 946-3561

6075 POPLAR AVENUE, SUITE 850  
MEMPHIS, TN 38119  
901 837-1000

1500 NASHVILLE CITY CENTER  
NASHVILLE, TN 37219  
615 244-0020

29 MUSIC SQUARE EAST  
NASHVILLE, TN 37203  
615 255-6161

313 E. MAIN STREET, SUITE 1  
HENDERSONVILLE, TN 37056  
615 822-6622

WRITER'S DIRECT DIAL NUMBER

502 562-7537

March 3, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-03/10/97--01093--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: WMC Holdings, Inc.

Dear Sir or Madam:

Enclosed herewith please find the following:

1. The original and two copies of the Florida Department of State Statement of Change of Registered Office or Registered Agent or Both for Corporations executed by an officer of the corporation and an agent of the newly appointment registered agent;
2. Wyatt, Tarrant & Combs check no. 124650 payable to Florida Department of State in the amount of Thirty-five Dollars (\$35.00) representing your cost for filing same.
3. Self-addressed, stamped envelope for your convenience in returning the file stamped copies to this office.

Should you have any questions, please feel free to contact me at the above telephone and address.

Very truly yours,

WYATT, TARRANT & COMBS

Barbara G. Mangus  
Paralegal

RA Chg.

BGM/mtf  
Enclosures  
cc: File

VS MAR 12 1997

Florida Department of State, Sandra B. Mortham, 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: WMC Holdings, Inc.

1b. The mailing address of the corporation is : 831 South First Street

Louisville, Kentucky 40202

1c. Date of incorporation: 4-19-94

Document number: F94000002157

Florida Authorization Date: 4-26-94

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

Colleta O. Delabry

250 Royal Palm Way #300

Palm Beach, Florida 33480 US

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

C.T. Corporation System

1200 S. Pine Island Road

Plantation, Florida 33324

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.

J. Michael Dunbar  
(Signature of an officer, chairman or vice chairman of the board)

2-28-97  
(Date)

J. Michael Dunbar, Treasurer

(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.

Susan J. Metze  
(Signature of Registered Agent)

March 15, 1997  
(Date)

If signing on behalf of an entity: Susan J. Metze  
Assistant Secretary

C T CORPORATION SYSTEM

(Typed or Printed Name)

(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314