



CAPITOL CORPORATE SERVICES, INC.

F9500000424b

December 13, 2000

FLORIDA DEPT OF STATE
Corporations Division
P. O. Box 6327
Tallahassee, FL 32314

Attn: Corporate Filing Dept.

Re: CAPSTEAD INC.

700003504167--5
-12/18/00--01098--007
*****35.00 *****35.00

Dear Filing Clerk:

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 7493 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

D. Case

Delanie Case

enclosures

FILED
00 DEC 18 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 F9500000424b
12-1-01

**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: CAPSTEAD INC.

2. The mailing address of the corporation is: 8401 N. Central Expwy., Suite 800, Dallas, TX 75225-4410

3. Date of incorporation/qualification: 9-1-95 Document number: F950004266

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

NRAI Services, Inc.

526 East Park Avenue

Tallahassee, FL 32301

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

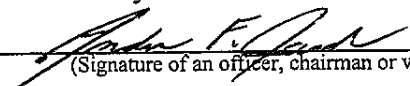
Capitol Corporate Services, Inc.

1333 North Duval St.

Tallahassee, FL 32303

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)

12/5/2000
(Date)

ANDREW F. JACOBS - PRESIDENT
(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.


(Signature of Registered Agent)

12-11-00
(Date)

If signing on behalf of an entity:

Delanie Case, Asst. Sec.

(Typed or Printed Name)

(Capacity)

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