F95000005380

CSC THE UNITED STATES CORPORATION COMPANY

97 AUG 28 PM 2:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 511224 7111016

AUTHORIZATION :

COST LIMIT : $ 35.00

ORDER DATE : August 27, 1997

ORDER TIME : 12:39 PM

ORDER NO. : 511224-005

CUSTOMER NO: 7111016

RA Change

000002280380--3

CUSTOMER: Ms. Audra Mcclellan
Southern Company Services,
270 Peachtree Street

Atlanta, GA 30303

CHANGE OF AGENT

NAME: THE SOUTHERN DEVELOPMENT
AND INVESTMENT GROUP, INC.

97 AUG 28 PM 2:41
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY

CONTACT PERSON: Tonya C. Holliday

8/29/97
PDW
PDW
PDW
PDW
PDW

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 GEORGIA *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: THE SOUTHERN DEVELOPMENT AND INVESTMENT GROUP, INC.

2. The mailing address of the corporation is : 64 PERIMETER CENTER EAST
ATLANTA, GEORGIA 30346

3. Date of incorporation/qualification: 11-02-95 Document number: F95000005380

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

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FLORIDA 33324

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

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FLORIDA 32301

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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.

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

August 19, 1997
(Date)

SAM H. DABBS, JR., ASSISTANT SECRETARY
(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.

Rachel Searcy
(Signature of Registered Agent)

8/27/97
(Date)

If signing on behalf of an entity:

Rachel Searcy
(Typed or Printed Name)

Assistant Secretary
(Capacity)

CR2E045(1/95)

FILING FEE: $35.00