

F96000004229



ACCOUNT NO. : 072100000032

REFERENCE : 612550 163137A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 35.00

FILED
2002 JUN -7 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 6, 2002

ORDER TIME : 11:38 AM

ORDER NO. : 612550-080

CUSTOMER NO: 163137A

CUSTOMER: Ms. Pam Goldrick
Credit Suisse First Boston
11 Madison Avenue
Legal & Compliance Dept, 16thf
New York, NY 10010

200005725962--2

CHANGE OF AGENT

NAME: HEADWAY GP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams

RECEIVED
02 JUN -7 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coullatte JUN 07 2002

**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: HEADWAY GP, INC.
2. The mailing address of the corporation is: 11 Madison Street, c/o CSFB Inc. Attn: Corp Tax
New York, NY 10010
3. Date of incorporation/qualification: August 16, 1993 Document number: F96000004229
4. The name and address of the current registered agent and office:

C T Corporation System

1200 South Pine Island Road

Plantation, FL 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.

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

6/5/02
(Date)

Ivy B. Dodes, Vice 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.

By: [Signature]
(Signature of Registered Agent)

6-5-02
(Date)

If signing on behalf of an entity:

Carol K. Dolor

Assistant Vice President

(Typed or Printed Name)

(Capacity)

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