

ACCOUNT NO. : 072

072100000032

REFERENCE

431701

5043069

AUTHORIZATION

COST LIMIT :

ama

ORDER DATE: June 17, 1997

ORDER TIME : 12:58 PM

ORDER NO. : 431701-645

CUSTOMER NO: 5043069

200002274022--7

CUSTOMER: John L. Miller, Esq

Shaw Industries, Inc. 616 E. Walnut Ave.

Dalton, GA 30720

CHANGE OF AGENT

NAME: SHAW RETAIL PROPERTIES, INC.

TAUG 21 PM 2: 33 CECRETARY OF STATE LAHASSEE, FLORE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

97 AUG 21 PI DIVISION OF COLO PACY POREZZ 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. 1a. The name of the corporation is: SHAW RETAIL PROPERTIES, INC. 1b. The mailing address of the corporation is: POST OFFICE DRAWER 2128, DALTON, GA 30722-2128 1c. Date of incorporation: 9-11-96 Document number: F96000004669 2. The name and address of the current registered agent and office: C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FLORIDA 33324 3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable) Corporation Service Company 1201 Hays Street, Suite 105 Tallahassee, Florida 32301 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) NORMAN D. FREEMAN, 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. Corporation Service Company By: Dleorah D. Skipper (Signature of Registered Agent) If signing on behalf on an entity:

(Typed or Printed Name)

CR2F045/11/94\

AS ITS AGENT

(Capacity)

FILING FEE: 635 OO