

96000004795

ACCOUNT NO. : 072100000032

REFERENCE : 083992 4391649

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 35.00

ORDER DATE : March 20, 2001

ORDER TIME : 2:30 PM

ORDER NO. : 083992-335

CUSTOMER NO: 4391649

CUSTOMER: Ms. Janet Golem
Keycorp
127 Public Square, 2nd Floor
Cleveland, OH 44114

*RA
Change*

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR 24 PM 3:19
NOT IN LINED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

CHANGE OF AGENT

500004065255--9

NAME: KEYCORP INSURANCE AGENCY USA
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EXT: 1156

FILED
01 APR 24 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*APR
4/25/01*

**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 Washington 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: KEYCORP INSURANCE AGENCY USA INC.
2. The mailing address of the corporation is: _____
3. Date of incorporation/qualification: September 18, 1996 Document number: F96000004795
4. The name and address of the current registered agent and office:

CT 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

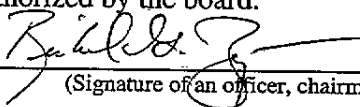
1201 Hays Street

Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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)

April 11, 2001
(Date)

Richard G. Luger, 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: 
(Signature of Registered Agent)

4/23/2001
(Date)

If signing on behalf of an entity:

Carol K. Dolor Assistant Vice President
(Typed or Printed Name) (Capacity)

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