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Date: July 1, 1997

To: Secretary of state, Clerk

From: Paula Loder
CorpAssist - DC
1090 Vermont Avenue, NW #910
Washington, DC 20005
800-438-2996

700002231577--7
-07/07/97--01134--002
****140.00 ****35.00

Re: Change of Registered Agent Filings

Enclosed please find the change of agent filing for the following companies in your state:

Del Mar Village, Inc.
Capfair Corporation
Rec I. Corp.
USF Fund Corporation

FILED
97 JUL 23 AM 8:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please file this change and return acknowledgment to me in the enclosed self-addressed, stamped envelope.

Thank you.

RA Chg.

VS JUL 25 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1997

PAULLA LODER
CORPASSIST - DC
1090 VERMONT AVE., NW #910
WASHINGTON, DC 20005

SUBJECT: DEL MAR VILLAGE, INC.
Ref. Number: F96000006499

We have received your document for DEL MAR VILLAGE, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 797A00036307

RECEIVED
97 JUL 23 AM 11:50
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, 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
Maryland submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____

Del Mar Village, Inc.

1b. Date of incorporation: 12/12/96

Document number F96000326499

2. The name and address of the current registered agent and office:
CT Corporation System

1200 S. Pine Island Drive, Plantation, FL 33324

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

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent 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

DATE

MAY 30, 1997

MICHAEL D. RUBIN
PRESIDENT

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By: Paula Aden, Asst. Sec.
(Registered Agent)

DATE 7/22/97