



THE UNITED STATES
CORPORATION
COMPANY

F97000000609

ACCOUNT NO. : 072100000032

REFERENCE : 336195 4320916

AUTHORIZATION :

Patricia Fyfe

COST LIMIT : \$ 35.00

ORDER DATE : August 10, 1999

ORDER TIME : 2:03 PM

ORDER NO. : 336195-015

CUSTOMER NO: 4320916

CUSTOMER: Tahir Nawab, Legal Assistant
Dorsey & Whitney L.l.p.
250 Park Avenue, Suite 1500

New York, NY 10177

RA
Change

000002957470--4

CHANGE OF AGENT

NAME: LEGACY CAPITAL GROUP INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

FILED
99 AUG 11 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG 11 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AR
8/11/99

**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: LEGACY CAPITAL GROUP, INC.

2. The mailing address of the corporation is: 2900 Cove Cay Drive, Suite 3 G Clearwater,
FLORIDA 33760

3. Date of incorporation/qualification: February 05, 1997 Document number: F97000000609

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, Florida 32301

FILED
99 AUG 11 PM 4:03
SECRETARY OF STATE
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.

Edgar H. Williams
(Signature of an officer, chairman or vice chairman of the board)

July 27, 1999
(Date)

EDGAR H. WILLIAMS, 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: Carol Dolor
(Signature of Registered Agent)

August 10, 1999
(Date)

If signing on behalf of an entity:

Carol Dolor

(Typed or Printed Name)

Assistant Vice President
(Capacity)

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