

CT CORPORATION SYSTEM

F97000000917

811 Dallas Avenue
Houston, TX 77002
Tel 713 658 9486
Fax 713 658 9720

October 9, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Milliken & Michaels, Inc. and Metropolitan Consumer Collection Services, Inc.
Order #: 930317
Client/Matter #:

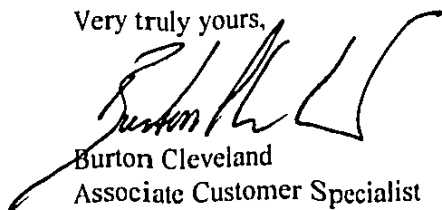
Dear Secretary of State:

We request your assistance in filing a Change of Statutory Agent on behalf of the above named corporation as soon as possible.

Evidence of the filing should be forwarded to my attention via regular mail in the enclosed pre-paid envelope.

If you have any questions with regard to this filing, do not hesitate to contact me at 800-324-0754.

Very truly yours,


Burton Cleveland
Associate Customer Specialist

900002324749--8
-10/20/97--01152--015
*****35.00 *****35.00

PBC/bc

Enclosures

Special Instructions: Please contact me if the filing cannot be made.

RA Change
10-23-97
CC

SECRET
DIVISION
97 OCT 20 AM 8:33

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 Delaware 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: Milliken & Michaels, Inc.

1b. Date of incorporation 2-20-97 Document number F9700000917

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

CORPORATION SERVICE COMPANY, 1201 HAYS STREET, TALLAHASSEE, FLA. 32301

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

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

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.

X [Signature]
SIGNATURE
AUGUST 11, 1997
DATE

THOMAS V. CEFALU, III 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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: [Signature]

(Registered Agent)

DATE

OCTOBER 8, 1997

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314