



F97000001003

ACCOUNT NO. : 072100000032

REFERENCE : 083992 4391649

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 35.00

FILED
01 APR 27 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 20, 2001

ORDER TIME : 11:53 AM

200004085402--6

ORDER NO. : 083992-675

CUSTOMER NO: 4391649

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

CHANGE OF AGENT

NAME: KEY CORPORATE CAPITAL INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

RECEIVED
01 APR 27 PM 12:55
DIVISION OF CORPORATION

Q. COULLETTE APR 27 2001

**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 Michigan
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 : _____
KEY CORPORATE CAPITAL INC.
2. The mailing address of the corporation : _____

3. Date of incorporation/qualification: February 25, 1997 Document number: F97000001003
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 (if changed) and/or registered office (if changed):
(P. O. Box **Not** Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 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.

Robert C Bowes
(Signature of an officer, chairman or vice chairman of the board)

4/19/01
(Date)

Robert C. Bowes, Asst. Sec.
(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

Carol K. Dolor
(Signature of Registered Agent)

4/26/2001
(Date)

If signing on behalf of an entity:

Carol K. Dolor

(Typed or Printed Name)

Assistant Vice President

(Capacity)

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