



F970000002080

ACCOUNT NO. : 072100000032

REFERENCE : 830433 4373528

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 35.00

ORDER DATE : May 22, 1998

ORDER TIME : 10:43 AM

ORDER NO. : 830433-055

CUSTOMER NO: 4373528

400002540774--9

CUSTOMER: Ms. Roddie Brunstrom
The Rouse Corporation
10275 Patuxent Pkwy.
(legal Division)
Columbia, MD 21044

CHANGE OF AGENT

NAME: ROUSE-OSCEOLA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Lynette Coleman

FILED
98 MAY 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY 29 AM 11:38
DIVISION OF CORPORATION

5/29
Jon RA
change

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

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 of Florida.

1. The name of the corporation is: ROUSE-OSCEOLA, INC.
2. The mailing address of the corporation is: 10275 PATUXENT PARKWAY, COLUMBIA, MD 21044
3. Date of incorporation/qualification: 4-21-97 - Document number: F94000002080
4. The name and address of the current registered agent and office:

C T. CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION, FL 33324

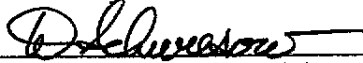
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

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)

5/20/98

(Date)

David R. Schwiesow, Vice President

(Printed or typed name and title)

5/20/98

(Date)

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.



(Signature of Registered Agent)

5-26-98

(Date)

If signing on behalf of an entity:

Carol K. Dolor, Authorized Representative

(Typed or Printed Name)

(Capacity)