

F9 800000 2381



COMPANIES

May 14, 1999

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

000002877500--5
-05/17/99-01114-020
*****70.00 *****35.00

Dear Sir:

Enclosed for filing please find two Change of Registered Agent forms. A check in the amount of \$70.00 is also enclosed for both filing fees.

Please contact Laurie A. Cooper at Cooper Companies if you need any additional information to complete this process.

Thank you.

Sincerely,

Penney McAdams

Penney McAdams
Administrative Assistant

FILED
99 MAY 17 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*RAch9
APC
5/25*

COOPER HOTEL GROUP

One of the Cooper Companies • 1407 Union Avenue • Memphis, Tennessee 38104 • 901/725-9631

**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 Tennessee 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: NHH, Inc.
2. The mailing address of the corporation is: 1407 Union Avenue, Suite 400, Memphis, TN 38104
3. Date of incorporation/qualification: 05/23/97 Document number: 0331430
4. The name and address of the current registered agent and office:
- CT Corporation
120 South Central Avenue
Clayton, MO 63150
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
- Clark Hill
13051 Bell Tower Drive
Fort Myers, FL 33907
- FILED
99 MAY 17 AM 10:04
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.

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

5/5/99
(Date)

Pace Cooper, 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.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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