

F98000004085



ACCOUNT NO. : 072100000032

REFERENCE : 654422 4391649

AUTHORIZATION :

Patricia Pujol

COST LIMIT : \$ 35.00

FILED
00 JUN 13 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 6, 2000

ORDER TIME : 4:43 PM

ORDER NO. : 654422-660

CUSTOMER NO: 4391649

800003286198--3

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

CHANGE OF AGENT

NAME: DELRAY BEACH, INC.

06-13-00
cc

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

RECEIVED
00 JUN 13 AM 8:55
DEPARTMENT OF STATE
DIVISION OF CONSULAR AFFAIRS
TALLAHASSEE, FLORIDA

**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: DELRAY BEACH, INC.
2. The mailing address of the corporation is: 54 State Street, Albany, NY 12207
3. Date of incorporation/qualification: July 17, 1998 Document number: F98000004085
4. The name and address of the current registered agent and office:

C T Corporation
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

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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.

Carl R. Vercollone

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

5/12/00

(Date)

CARL R. Vercollone

(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

By:

Carol K Dolor

(Signature of Registered Agent)

6/9/00

(Date)

If signing on behalf of an entity:

Carol K Dolor, Assistant V.P.

(Typed or Printed Name)

(Capacity)

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