



THE UNITED STATES
CORPORATION
COMPANY

F99000000445

ACCOUNT NO. : 072100000032

REFERENCE : 166364 7175721

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : March 11, 1999

ORDER TIME : 10:51 AM

ORDER NO. : 166364-135

CUSTOMER NO: 7175721

CUSTOMER: Ms. Janiece A. Newell
Bear Creek Corporation
2518 South Pacific Highway
P.O. Box 299
Medford, OR 97501

FILED
99 MAR 22 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: JACKSON & PERKINS COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

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CONTACT PERSON: Robert Maxwell

See 3/22

. Florida Department of State, Sandra B. Mortham, Secretary of State

***** 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 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: _____

Jackson & Perkins Company

2. The mailing address of the corporation is: 2518 South Pacific Highway

Medford, OR 97501

3. Date of incorporation/qualification: January 22, 1999 Document number: F99000000445

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 and office: (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.

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

March 15, 1999
(Date)

Janiece Newell, Assistant Secretary

(Printed or typed name and title)

(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.

Corporation/Service Company

Karen E. Wehner
(Signature of Registered Agent)

3-19-99
(Date)

If signing on behalf of an entity:

Karen E. Wehner

(Typed or Printed Name)

Assistant Vice President

(Capacity)