

PEMBRIDGE AMERICA INC.

10151 DEERWOOD PARK BOULEVARD

SUITE 400, BUILDING 100

JACKSONVILLE, FLORIDA 32251-7160

G52194

November 20, 1997

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-11/24/97--01035--006
*****35.00 *****35.00

Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Change of Registered Office or
Registered Agent or Both for Corporations

Dear Sir or Madam:

Enclosed please find the referenced document with respect to Pembridge America Inc.

Please change your records with respect to both the physical address and agent.

Should you have any questions, please contact the undersigned.

Sincerely,



Richard L. Ervin, Jr.
Senior Vice President & CFO

RLE/sdm

Enclosure

cc: Debra Neitzel
AVP/HR Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

OK
G52194
JPF
RA 11-24-97

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 Florida 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: Pembridge America Inc.

2. The mailing address of the corporation is: 10151 Deerwood Park Boulevard, Suite 400,
Building 100, Jacksonville, FL 32256

3. Date of incorporation/qualification: 8/1/83 Document number: G52194

4. The name and address of the current registered agent and office:

Bruce K. Howson

10151 Deerwood Park Boulevard, Suite 400, Building 100

Jacksonville, FL 32256

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

Richard L. Ervin, Jr.

10151 Deerwood Park Boulevard, Suite 400, Building 100

Jacksonville, FL 32256

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.

Douglas E. McIntyre Oct 21, 1997
(Signature of an officer, chairman or vice chairman of the board) (Date)

Douglas E. McIntyre, Chairman of the Board

(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.

Richard L. Ervin, Jr.
(Signature of Registered Agent)

7-10-97
(Date)

Richard L. Ervin, Jr.

If signing on behalf of an entity:

RICHARD L. ERVIN, JR.
(Typed or Printed Name)

SR. VP & CFO
(Capacity)