

G53945

KERR, RUSSELL AND WEBER, PLC
ATTORNEYS AND COUNSELORS

ESTABLISHED 1874

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December 23, 1997

A. STEWART KERR (1915-1990)
ROBERT G. RUSSELL (1928-1997)

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FRED K. HERRMANN
MICHAEL R. WERNETTE
KIRK L. LAVENGODD
CHRISTOPHER L. KERR

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*****35.00 *****35.00

FLORIDA DIVISION OF CORPORATIONS

P.O. Box 6327

Tallahassee, FL 32314

Re: Certificate of Change of Registered Agent and Registered
Office of Bedco, Inc.

To Whom It May Concern :

Enclosed for filing in your usual manner is a Certificate of Change of Registered Agent and Registered Office of Bedco, Inc., a Florida profit corporation, whose number is G53945, along with a check in the amount of the requisite filing fee of \$35.00.

If you have any questions or comments, please contact me at the number or address noted above.

Sincerely,

KERR, RUSSELL AND WEBER, P.L.C.


Kirk L. Lavengood

KLL/bam
Enclosures

RA Change
01-06-98
CC

FILED
97 DEC 26 PM 5:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND REGISTERED OFFICE FOR
BEDCO, INC.**

1. The name of the Corporation's current registered agent and current registered office address is:

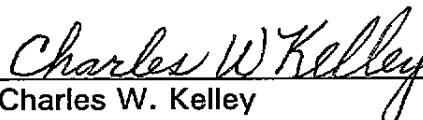
Registered Agent: George W. Gibson
Registered Office: 1839 South Ocean Blvd.
Delray Beach, Florida 33444

2. The name of the Corporation's new registered agent and new registered office address is:

Registered Agent: Charles W. Kelley
Registered Office: 9500 S. Ocean Drive, Suite 1604
Jensen Beach, Florida 34957-2333

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent for the Corporation.

Dated this 6th day of November, 1997.


Charles W. Kelley

The foregoing removal and appointment of registered agent and change of registered office address was duly adopted by consent resolution of the Board of Directors of the Corporation.


Charles W. Kelley, President

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