

LAW OFFICES
ALLEY, MAASS, ROGERS & LINDSAY, P.A.

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FROM BROWARD (954) 421-1510

June 13, 2000

FORT LAUDERDALE OFFICE
1600 S.E. 17TH STREET CAUSEWAY
SUITE 404
FORT LAUDERDALE, FLORIDA 33316
(954) 767-0215
FACSIMILE (954) 761-7644

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-06/16/00-01080--001
*****35.00 *****35.00

RAYMOND C. ALLEY (1893-1975)
HAROLD G. MAASS (OF COUNSEL)
DOYLE ROGERS
ALAN LINDSAY
EDWARD D. LEWIS
NEAL W. KNIGHT, JR.
DAVID H. BAKER
WILLIAM W. ATTERBURY III
LOUIS L. HAMM
ROBB R. MAASS
M. TIMOTHY HANLON
WARREN D. HAYES, SR.
GENE D. LIPSCHER
STUART J. HAFT

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

Re: Stoneleigh, Inc.

Dear Sir/Madam:

I enclose the Statement of Change of Registered Office or Registered Agent, or Both for filing together with Lewis Keller's check in the amount of \$35.00 to cover the filing fee.

Thank you for your attention to this matter.

Sincerely yours,

WILLIAM W. ATTERBURY III

FILED
00 JUN 16 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WWA/mtj
Enclosures

Rec'd
33-J 11484
6-16-00

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of Sections 607.034 and 607.037, 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: STONELEIGH, INC.

1a. Date of incorporation 4/24/86 Document number J11484

2. The name and address of the present registered agent and office:

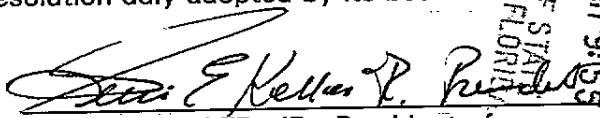
Theodore A. Jewell
Suite 2200, Museum Tower
150 W. Flagler Street
Miami, FL 33130

3. The name and address of the successor registered agent and office:

William W. Atterbury III
321 Royal Poinciana Plaza
Palm Beach, FL 33480

The address of its registered agent and the 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.


LEWIS E. KELLER, JR., President of
STONELEIGH, INC.


Name and Capacity of Person Signing
Application

DATE 5/17/00

FILED
00 JUN 16 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE


WILLIAM W. ATTERBURY III
Registered Agent

FILING FEE: \$35.00

DATE 6/13/00

DIVISION OF CORPORATIONS - P.O. BOX 6327 - TALLAHASSEE, FL 32314

FILED
00 JUN 16 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA