

L11552

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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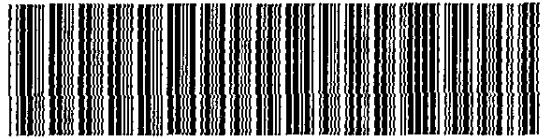
(Business Entity Name)

(Document Number)

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03 JAN 28 PM 4:12
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TALLAHASSEE, FLORIDA
20



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 829082 7138101

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 35.00

ORDER DATE : November 20, 2002

ORDER TIME : 1:58 PM

ORDER NO. : 829082-010

CUSTOMER NO: 7138101

CUSTOMER: Ms. Lorna Kern
Wyndham International
Suite 6001
1950 Stemmons Frwy
Dallas, TX 75207

CHANGE OF AGENT

NAME: CARNICON HOLDINGS CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Carla E. Lohi -- EXT# 1132

EXAMINER: _____

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, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: CARNICON HOLDINGS CORP.
2. The principal office address: 1950 Stemmons Freeway, Suite 6001, Dallas, TX 75207
3. The mailing address (if different): _____
4. Date of incorporation/qualification: August 23, 1989 Document number: L11552

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Arvin Peltz
3250 Mary St., Ste. 500
Miami, FL 33133-4997

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box or personal mailbox NOT acceptable)
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, or the corporation has been notified in writing of the change.

Laura R. Dunlap
(Signature of an officer, chairman or vice chairman of the board)

Laura R. Dunlap, Attorney in Fact
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Cynthia L. Harris
(Signature of Registered Agent)

1/28/03
(Date)

If signing on behalf of an entity:

**Cynthia L. Harris
as its agent**

(Typed or Printed Name)

(Capacity)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314