

FIELDSTONE LESTER & SHEAR

FIRST UNION FINANCIAL CENTER
SUITE 2100
200 SOUTH DISCAYNE BOULEVARD
Miami, Florida 33131

TELEPHONE (305) 982-1556
FACSIMILE (305) 982-1550

RONALD FIELDSTONE, P.A.
PAUL LESTER, P.A.
DAVID SHEAR, P.A.

LYNNE HAMPTON NOWELL

FIELDSTONE LESTER & SHEAR
IS OF COUNSEL TO:
HANZMAN CRIDEN
KORGE & CHAYKIN, P.A.

July 15, 1997

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

600002237826-3
-07/14/97-01178-012
*****35.00 *****35.00

RE: BB Landmark, Inc.

Gentlemen:

Enclosed you will find Statement of Change of Registered Office or Registered Agent or Both for Corporations for BB Landmark, Inc. Also enclosed is our check in the sum of \$35.00, representing your filing fees.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,

David Shear /cs
David Shear

DS/cs

Encls.

cs/us:tl

V8 JUL 17 1997

P.A. Chg.

FILED
97 JUL 14 AM 8:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA-3

Florida Department of State, Jim Smith, Secretary of State

**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.

1a. The name of the corporation is: _____

BB LANDMARK, INC.

1b. Date of incorporation 7/31/37

Document number M56573

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

B & C Corporate Services, Inc.

175 N.W. 1st Avenue, Suite 2000, Miami, FL 33129

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

David Shear

200 S. Biscayne Blvd., Ste. 2100, Miami, Florida 33131

The street address of its registered agent 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.

SIGNATURE

DATE

David Shear, Asst. Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

(Registered Agent)

DATE

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

CR2E045 (7-91)

FILING FEE: \$35.00

FILED
97 JUL 14 AM 8:20
TALLAHASSEE FLORIDA
SECRETARY OF STATE