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CHARLES W. EDGAR III

N 14950

June 25, 1999

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

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: 45th Street Business/Industrial Park Master Association, Inc.
Our File No: 5681/12154

Dear Ladies and Gentlemen:

Enclosed is original Statement of Change of Registered Office or Registered Agent or Both for Corporations in connection with the above. Also enclosed is our check in the amount of \$35.00 representing the filing fee.

Please file the Statement. Thank you for your attention to this matter.

Very truly yours,

NASON, YEAGER, GERSON
WHITE & LIOCE, P.A.

Paula Wituk, Secretary to
Charles W. Edgar, III

RO Charge
7-1-99
PMS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 28 AM 11:35

FILED

Florida Department of State, Sandra B. Mortham, 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 agent, or both, in the State of Florida.

1. The name of the corporation is: 45TH STREET BUSINESS/INDUSTRIAL PARK MASTER
ASSOCIATION, INC.

2. The mailing address of the corporation is: 3111 Fortune Way
B-16
Wellington, Florida 33414

3. Date of incorporation: May 16, 1986 Document number: N14950

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

Charles W. Edgar III
Levine, Frank, Edgar & Telepman, P.A.
3300 PGA Boulevard, Suite 500
Palm Beach Gardens, FL 33410

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

Charles W. Edgar III
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401

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.

45TH STREET BUSINESS/INDUSTRIAL
PARK MASTER ASSOCIATION, INC.

By: 

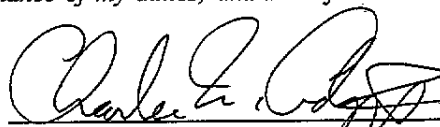
Name: STEVEN M. SHAPIRO

Its: PRESIDENT

DATED: May 18, 1999

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.

DATED: May 18, 1999


Charles W. Edgar III, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA