

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
ALBANY
BOSTON
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HARRISBURG
HARTFORD
JACKSONVILLE

500 N. LAURA STREET
SUITE 2800
JACKSONVILLE, FL 32202-3650
(904) 354-8000
FACSIMILE (904) 353-1673

WRITER'S DIRECT DIAL
(904)630-5338

LOS ANGELES
NEWARK
PITTSBURGH
PORTLAND, OR
ST. LAKE CITY
SAN FRANCISCO
BRUSSELS
MOSCOW
ALMATY
LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)

May 19, 1997

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

900002187229--7
-05/21/97--01113--005
*****35.00 *****35.00

Re: Property Risk and Insurance Management Corporation

Dear Sir/Madam:

Enclosed for filing is a Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above referenced corporation. Also, enclosed is our firm's check made payable to the Florida Department of State in the amount of \$35.00 representing the required filing fee.

If you have any questions, please call me.

Sincerely,

Peggy Parks

Peggy Parks
Paralegal

Enclosure
JK97240.1

Handwritten notes and stamps:
11/97 200002187229
5-20-97
1/27/97

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 office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Property Risk and Insurance Management Corporation
2. The mailing address of the corporation is: 4000 Hollywood Boulevard, Suite 625 S, Hollywood, Florida 33021
3. Date of incorporation/qualification: April 24, 1997 Document number: N97000002313
4. The name and address of the current registered agent and office:


Michael B. Kirwan
50 N. Laura Street, Suite 2800
Jacksonville, Florida 32202

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


Robert Williams
4000 Hollywood Boulevard, Suite 625 S
Hollywood, Florida 33021

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.

 13 May 1997
(Signature of an officer, chairman or vice chairman of the board) (Date)
James Esse Vice President
(Printed or typed name and title)

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.

 5/13/97
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Robert Williams _____
(Typed or Printed Name) (Capacity)