

N 98000005551



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 880438 4355031

AUTHORIZATION : *Patricia Pizote*

COST LIMIT : \$ 35.00

ORDER DATE : October 30, 2000

ORDER TIME : 9:23 AM

ORDER NO. : 880438-0

CUSTOMER NO: 4355031

CUSTOMER: Ms. Kandis A. Ulrich
Bingham Dana Llp
1120 20th Street, N.w.
Suite# 800
Washington, DC 20036

600003451816--1

CHANGE OF AGENT

NAME: MWH #14 CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EXT: 1156

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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SUFFICIENCY OF FILING

COULLETTE NOV 03 2000

**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: MWH #14 CORPORATION
2. The mailing address of the corporation is: c/o TA Associates Realty, 28 State Street, 10th Floor,
Boston, MA 02109
3. Date of incorporation/qualification: September 25, 1998 Document number: N98000005551
4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

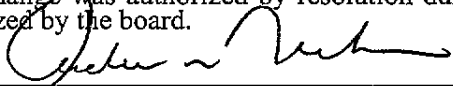
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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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.



(Signature of an officer, chairman or vice chairman of the board)

8-29-2000

(Date)

Andrew M. Neher, Secretary

(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.

Bv: 

(Signature of Registered Agent)

11-1-2000

(Date)

If signing on behalf of an entity:

Carol K. Dolor

(Typed or Printed Name)

Assistant V.P.

(Capacity)

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