

200000097674

ACCOUNT NO. : 072100000032

REFERENCE : 410168 5124579

AUTHORIZATION : *Patricia Fijuts*

COST LIMIT : \$ 35.00

ORDER DATE : August 9, 2001

ORDER TIME : 11:10 AM

ORDER NO. : 410168-090

CUSTOMER NO: 5124579

RA
Change

200004534612--7

CUSTOMER: Ms. Trish Wilson
Kolter Property Company
2200 Yonge Street, Suite 1600
Toronto, ON M4S 2C6

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG 14 PM 2:22

NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

CHANGE OF AGENT

NAME: WOODFIELD HOLDINGS INC.

FILED
01 AUG 14 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: *PR*

8/15/01

**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 : WOODFIELD HOLDING INC.
2. The mailing address of the corporation : PO BOX 650118, VERO BEACH, FL 92965
3. Date of incorporation/qualification: 10/16/2000 Document number: P00000097674
4. The name and address of the current registered agent and office:

KEVIN ZWIERLEIN

1485 20TH CT. SW

VERO BEACH, FL 32962

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

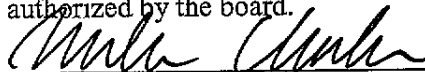
Corporation Service Company

1201 Hays Street

Tallahassee, Florida 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.

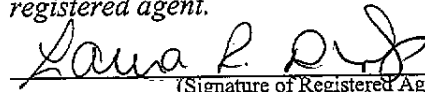


(Signature of an officer, chairman or vice chairman of the board)

8/3/01
(Date)

MICHAEL CLARK CFO
(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.



(Signature of Registered Agent)

8/14/01
(Date)

If signing on behalf of an entity:

Laura R. Dunlap

(Typed or Printed Name)

**Laura R. Dunlap
as its agent**

(Capacity)

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