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ACCOUNT NO. : 072100000032

REFERENCE : 388126 4382779

AUTHORIZATION : Patricia Page

COST LIMIT : \$ 35.00

ORDER DATE : May 13, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 388126

CUSTOMER NO: 4382779

CUSTOMER: Ms. Geraldine L. Banyai
Painewebber Group, Inc.
1285 Avenue Of The Americas

New York, NY 10019

800002181118--9

CHANGE OF AGENT

NAME: BRANFORD HOLDING CORPORATION

FILED
97 MAY 16 PM 1:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Paula K. Kendrick

5/16

for
R.A.
Change

RECEIVED
97 MAY 16 AM 10:39

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
DELAWARE submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____

BRANFORD HOLDING CORPORATION

1b. Date of incorporation: _____ Document number _____

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

C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE

PLANTATION

FL

3. 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

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.

Geraldine L. Banyai
SIGNATURE

4/14/97
DATE

GERALDINE L. BANYAI

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.

CORPORATION SERVICE COMPANY

LISA G. MULLIGAN

SIGNATURE BY: *Lisa G. Mulligan*

ASST VICE PRESIDENT

DATE 5-12-97