



P03137

ACCOUNT NO. : 072100000032

REFERENCE : 783191 4373528

AUTHORIZATION : --

Patricia Pizzuto

COST LIMIT : \$ 35.00

ORDER DATE : April 15, 1998

ORDER TIME : 9:16 AM

ORDER NO. : 783191-020

CUSTOMER NO: 4373528

CUSTOMER: Ms. Roddie Brunstrom
The Rouse Corporation
10275 Patuxent Pkwy.
(legal Division)
Columbia, MD 21044

600002491996--5

CHANGE OF AGENT

NAME: ROUSE MANAGEMENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

FILED
98 APR 17 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 17 AM 10:07
DIVISION OF CORPORATION

4/17 *Jon*
R.A.
Change

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

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 MARYLAND 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: ROUSE MANAGEMENT, INC.

2. The mailing address of the corporation is: 10275 LITTLE PATUXENT PARKWAY, COLUMBIA, MD 21044

3. Date of incorporation/qualification: 8/24/84 Document number: P03137

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

CT CORPORATION SYSTEM

1200 S. 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

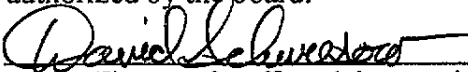
1201 Hays Street

Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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)

April 14, 1998

(Date)

David R. Schwiesow, Vice-President

(Printed or typed name and title)

(Date)

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)

APRIL 16, 1998

(Date)

If signing on behalf of an entity:

LISA G. MULLIGAN, ASSISTANT VICE PRESIDENT

(Typed or Printed Name)

(Capacity)