



P06954

ACCOUNT NO. : 072100000032

REFERENCE : 863639 4373528

AUTHORIZATION : *Patuxent*

COST LIMIT : \$ 35.00

ORDER DATE : June 19, 1998

ORDER TIME : 1:18 PM

ORDER NO. : 863639-005

CUSTOMER NO: 4373528

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

000002622500--3

CHANGE OF AGENT

NAME: ROUSE-BAYSIDE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

RECEIVED
98 AUG 21 PM 2:51
DIVISION OF CORPORATION

FILED
98 AUG 21 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*** 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-BAYSIDE, INC.

2. The mailing address of the corporation is: _____

10275 Patuxent Parkway, Columbia, MD 21044

3. Date of incorporation/qualification: 8-1-85 Document number: _____

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

C T. CORPORATION SYSTEM

8751 WEST BROWARD BOULEVARD

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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SECRETARY OF STATE
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.

David Schwieson

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

5-1-98

(Date)

David Schwieson, V.P.

(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.

Maureen Cullen

(Signature of Registered Agent)

8-19-98

(Date)

If signing on behalf of an entity:

Maureen Cullen

(Typed or Printed Name)

Asst. V.P.

(Capacity)