



Ostendorf-Morris Properties, Inc.

P07324

Investors in income properties

1100 Superior Avenue
Cleveland, Ohio 44114
216/861-7200

November 3, 1997

Secretary of State
FLORIDA DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, FL 32314

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-11/06/97--01037--003
*****35.00 *****35.00

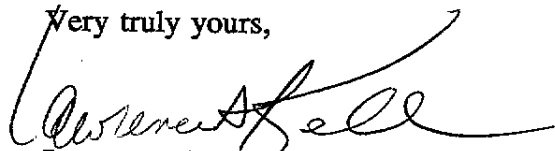
RE: Ostendorf-Morris Properties, Inc.

Gentlemen:

Enclosed is "Statement of Change of Registered Agent" form for Sun Plaza, Ltd. along with our check for your filing fee of \$35.00.

If you need anything further, please advise.

Very truly yours,


Lawrence A. Kell, President
Ostendorf-Morris Properties, Inc.

LAK/mf
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -6 AM 9:12

R.A. Chang
11-12-97
CC:

*** 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 Ohio 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: Ostendorf-Morris Properties, Inc.
2. The mailing address of the corporation is: 1100 Superior Avenue, #1000, Cleveland, OH 44114
Attn: Lawrence A. Kell
3. Date of incorporation/qualification: 9/6/1985 Document number: P07324
4. The name and address of the current registered agent and office:
CT Corporation System
Pine Island Road
Plantation, FL 33324
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
Steven W. Bowden, Esq.
4502 Twin Oaks Drive
Pensacola, FL 32506

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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.

Lawrence A. Kell
(Signature of an officer, chairman or vice chairman of the board)

October 31, 1997
(Date)

Lawrence A. Kell, 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]
(Signature of Registered Agent)

November 3, 1997
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)