

ACCOUNT NO. : 072100000032

REFERENCE :

209339

5024449

AUTHORIZATION

COST LIMIT

ORDER DATE : January 3, 1997

ORDER TIME : 9:55 AM

ORDER NO. . 209339-075

3000032050513--4

CUSTOMER NO:

5024449

CUSTOMER: Asst Vice Pres Eileen Bannon

Lehman Brothers

3 World Financial Center 200 Vesey Street, 24th Floor

New York, NY 10285

CHANGE OF AGENT

NAME: SENIOR INCOME FUND INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY ___ PLAIN STAMPED COPY

CONTACT PERSON: Thelmon Washington

RECEIVED

OHOF CORPORATION

ON THE CORPORATION

OF THE CORPORATION

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 of Florida.

1a. The name of the corporation is:

	SENIOR INCOME FUND INC.
1b. Date of incorporation / qualification	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 33324 97 +
(P.O. Box Not A	the new registered agent and office: cceptable) Corporation System, Inc.
1201 Hays Street	Tallahassee, , Florida 32301
of its registered agent as chi	d by resolution duly adopted by its board of directors or by
DATE	

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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Prentice-Hall Corporation System, Inc. VICKI SCAREIBER VICKI SCAREIBER VICKI SCAREIBER
SIGNATURE BY:
(Registered Agent) ASST VICE PRESIDEN
DATE 11-177

CR2E045 (7-91)

FILING FEE: \$35.00