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CAPITOL CORPORATE SERVICES, INC.

July 16, 1997

LED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 21 PM 4:26

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

Attn: Corporate Filing Dept.

Re: **PRG FLORIDA XI, INC.**

000002242380--0
-07/21/97--01031--016
*****35.00 *****35.00

Dear Filing Clerk:

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 1321 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

Delanie Lundgren

Delanie Lundgren

enclosures

Michael

JUL 22 1997

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
Florida _____ 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: _____
PRG FLORIDA XI, INC.

1b. Date of incorporation: 6/30/93 Document number P93000046117

2. The name and address of the current registered agent and office:
C T Corporation System

1200 South Pine Island Rd., Plantation, FL 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, 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.

Richard D'Amico
SIGNATURE
7-11-97
DATE

Richard D'Amico, Vice President
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.

NRAI Services, Inc.

SIGNATURE By: *Delanie Lundgren*, asst.
(Registered Agent) *sec.*

DATE 7-16-97

Return acknowledgment to:

Capitol Corporate Services, Inc.
P.O. Box 1831 Austin TX 78767
800/345-4647