

P94000073712  
CT CORPORATION SYSTEM

1201 Peachtree Street, NE  
Atlanta, GA 30361  
Tel. 404 888 7790  
Fax 404 888 6499

November 7, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: CHASE/SCARBOROUGH GROUP, INC.  
Order #: 1047954

200002345202--0  
-11/12/97--01104--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

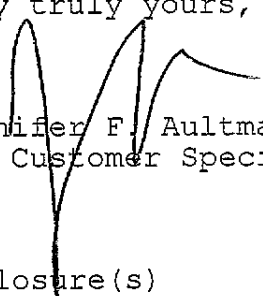
Dear Sir/Madam:

As requested by counsel, we enclose for filing Change of Registered Agent forms on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: (800) 241-8922.

Very truly yours,

  
Jennifer F. Aultman  
Sr. Customer Specialist

Enclosure(s)

Special Instructions:

FILED  
97 NOV 12 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R.A. change

See 14/18

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 of Florida.

1a. The name of the corporation is: Chase/Scarborough Group, Inc.

1b. Date of incorporation 10/07/94 Document number 894000073712

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

Richard Hessinger, 7300 North Kendall Dr., Miami, FL 33156

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

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida, 33324

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.

Lynn L. Rhoads  
SIGNATURE  
October 14, 1997  
DATE

Lynn L. Rhoads, Assistant Secretary/Treasurer  
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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

JENNIFER FAULSTICH  
ASSISTANT SECRETARY  
DATE

C T CORPORATION SYSTEM

(Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILING FEE: \$35.00

CR2E045 (7-91)

202 787 1847: # 5/ 5

C T CORPORATION

: 10-7-97 : 11:42AM :

SENT BY: ATLANTA