

GIBBONS, TUCKER, MILLER, WHATLEY & STEIN

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW

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TELETYPE
(813) 228-7841

P95000014559

October 9, 1997

IN REPLY REFER TO:

I30/941199
E77/961111

Division of Corporations
Attention: Amendment Section
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

000002318740--4
-10/13/97--01082--014
*****35.00 *****35.00

Ladies and Gentlemen:

In connection with the change of registered agent for the following Florida corporations and limited partnerships, enclosed herewith please find the following items:

1. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **International Investment Advisors, Inc.** together with our check in the amount of \$35.00 for the filing fee; and
2. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **European Real Estate Investments Corporation** together with our check in the amount of \$35.00 for the filing fee.

Please call me should you have any questions.

Very truly yours,

Jacqueline B. Whatley
Jacqueline B. Whatley
JBW/ss
Enclosures
cc: Mr. Eric E. E. Bessem (without enclosures)
Ms. Shelley M. Ward (without enclosures)

corp/agentchg.ltr

APPROVED
AND
FILED
OCT 13 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000014559
RACM
10-13-97
296

Florida Department of State, Sandra B. Mortham, 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.

1. The name of the corporation is: INTERNATIONAL INVESTMENT ADVISORS, INC.

2. The mailing address of the corporation is: 1021 East Boulevard, Charlotte NC 28203

3. Date of incorporation/qualification: 2/20/95 Document number: P95000014559

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

Eric E. Bessem
9700 NW 48th Drive
Coral Springs, FL 33067

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

Gibbons, Tucker, Miller, Whatley & Stein, a Professional Association
101 E. Kennedy Boulevard, Suite 1000
Tampa, Florida 33602

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.

Shelley M. Ward
(Signature of an officer, chairman or vice chairman of the board)

October 6, 1997
(Date)

Shelley M. Ward, President
(Printed or typed name and title)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 OCT 16 11:10:13
APPROVED AND FILED

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.

Gibbons, Tucker, Miller, Whatley & Stein,
a Professional Association
By: Jacqueline B. Whatley, Pres.
(Signature of Registered Agent)

October 9, 1997
(Date)

If signing on behalf of an entity:

Jacqueline B. Whatley
(Typed or Printed Name)

President
(Capacity)