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ALLEN C. EWING & CO.
INVESTMENT BANKERS

JACKSONVILLE • ORLANDO • TAMPA

1030 North Orange Avenue, Suite 300
Orlando, Florida 32801-1031
Telephone 407-423-2525
Telecopier 407-648-4230

November 21, 1997

Department of State
Division of Corporations
Attention: Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

800002355918--2
-11/24/97--01146--004
*****35.00 *****35.00

Re: Ewing Asset Management, Inc. - Change of Registered Agent

Ladies and Gentlemen:

Please find enclosed the following:

1. Statement of Change of Registered Agent for Ewing Asset Management, Inc., a Florida Corporation; and
2. Check payable to the Department of State in the amount of \$35.00, in payment of the filing fee for such document, pursuant to Section 607.0122, Florida Statutes.

Should any questions exist with respect to this matter, please call Ms. Suzanne D. Hedgecock at 407-423-2525.

Thank you for your assistance.

Very truly yours,



Charles E. Harris
Chairman

CEH/sdh

Enclosures

FILED
97 NOV 24 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 2 1997

CHANGE OF REGISTERED AGENT
EWING ASSET MANAGEMENT, INC.

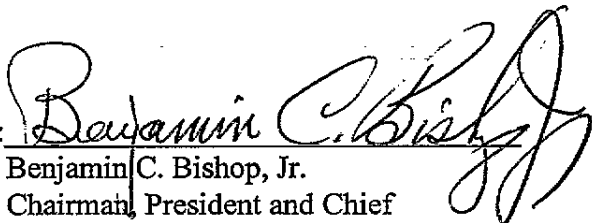
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ewing Asset Management, Inc. (the "Corporation") does hereby file this Change of Registered Agent for purposes of changing its registered agent. In connection with the change of registered agent, the Corporation provides the following information:

1. The name of the Corporation is Ewing Asset Management, Inc.
2. The street address of the Corporation's current registered office is 1030 N. Orange Avenue, Suite 300, Orlando, Florida 32801.
3. The street address of the Corporation's new registered office is 50 North Laura Street, Suite 3625, Jacksonville, Florida 32202.
4. The name of the Corporation's current registered agent is Charles E. Harris.
5. The name of the new registered agent is Benjamin C. Bishop, Jr. and the written consent of such registered agent to such appointment is attached to this Change of Registered Agent.
6. The street address of the Corporation's registered office and the street address of the business office of its registered agent, as changed, will be identical.
7. The change of registered agent was authorized by resolution duly adopted by the Corporation's Board of Directors.

IN WITNESS WHEREOF, Benjamin C. Bishop, Jr. has signed this Change of Registered Agent by its undersigned duly authorized officer.

EWING ASSET MANAGEMENT, INC.

By: 
Benjamin C. Bishop, Jr.
Chairman, President and Chief
Executive Officer

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

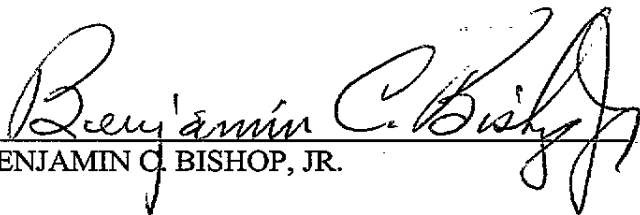
In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

Ewing Asset Management, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, has named and designated Benjamin C. Bishop, Jr. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 50 North Laura Street, Suite 3625, Jacksonville, Florida 32202.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 19th day of November, 1997.


BENJAMIN C. BISHOP, JR.