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September 30, 1998

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Corporate Records Bureau
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: FEDERAL MORTGAGE MANAGEMENT II, INC.

Gentlemen:

Enclosed for filing with your office is a Statement of Change of Registered Agent for
FEDERAL MORTGAGE MANAGEMENT II, INC. Also enclosed is a check in the
amount of \$35 to cover the applicable filing fee.

Any questions or problems with respect to the enclosed filing should be directed to
the undersigned at your earliest convenience. Thank you for your assistance with this filing.

Very truly yours,

Catherine J. Scott
Catherine J. Scott
Certified Legal Assistant

Enclosures


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10-2-98

FILED
98 OCT -2 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

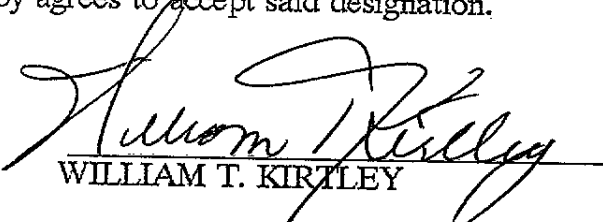
STATEMENT OF CHANGE OF REGISTERED AGENT

1. The name of this corporation is FEDERAL MORTGAGE MANAGEMENT II, INC.
2. The street address of its current Registered Office is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.
3. The street address of its new Registered Office is 2940 South Tamiami Trail, Sarasota, Florida 34239.
4. The name of its current Registered Agent is Paul R. Lynch, Esq.
5. The name of its new Registered Agent is William T. Kirtley, Esq.
6. The street address of this corporation's Registered Office and the business address of its Registered Agent, as changed, are identical.
7. Such change has been authorized by the Board of Directors of this corporation effective September 22, 1998.

Dated at Sarasota, Florida this 23rd day of September, 1998.


Guy S. Della Penna, President of FEDERAL MORTGAGE MANAGEMENT II, INC.

The undersigned, having been designated in the foregoing Statement of Change of Registered Agent as Registered Agent, hereby agrees to accept said designation.


WILLIAM T. KIRTLEY

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98 OCT -2 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA