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ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

ATTORNEYS AT LAW

ATLANTA
BOSTON
CHICAGO
LOS ANGELES
MINNEAPOLIS
ORANGE COUNTY
SAINT PAUL
SAN FRANCISCO
WASHINGTON, D. C.

2600 ONE ATLANTA PLAZA
950 EAST PACES FERRY ROAD, N. E.
ATLANTA, GEORGIA 30326-1119
TELEPHONE (404) 233-1114
FACSIMILE (404) 233-1267

MARK E. JEFFERSON

*Not yet admitted to practice in Georgia
Ext. 3012

April 9, 1997

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

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-04/14/97-01150-006
*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 AM 11:41

Re: Mutuelles du Mans Management Company of Miami, Inc.
Our File No. 030834.0000

Dear Sir or Madam:

On behalf of Mutuelles du Mans Management Company of Miami, Inc., enclosed herewith for filing are (i) two originals of a Statement of Change of Registered Office or Registered Agent or Both for Corporations and (ii) a check in the amount of \$35.00, payable to the Florida Secretary of State.

Please date stamp one of the originals and return it to me in the enclosed self-addressed stamped envelope. If you have any questions, please call me at (404) 233-1114.

Sincerely,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

Mark E. Jefferson
Mark E. Jefferson*

RA Chang

MEJ/sh
Enclosures

*Not yet admitted to practice in Georgia. Admitted to practice in S.C. only.

APR 17 1997

3016879-1

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

1. The name of the corporation is: Mutuelles du Mans Management Company of Miami, Inc.

2. The mailing address of the corporation is : 2333 Ponce de Leon Boulevard, Suite 302
Coral Gables, Florida 33134

3. Date of incorporation/qualification: February 16, 1996 Document number: P96000014992

CT Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

Clement Jourdain

2333 Ponce de Leon Boulevard, Suite 302

Coral Gables, Florida 33134

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

4/2/97

(Date)

Clement Jourdain, President

(Printed or typed name and title)

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.

(Signature of Registered Agent)

4/3/97

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)