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April 16, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

6000024922864-0
-04/17/98-01064-004
*****35.00 *****35.00

RE: Commerce Investors #1110 GP Corp.

Dear Sir/Madam:

In connection with the above-captioned corporation,
enclosed herewith are the following:

- Statement of Change of Registered Office or Registered Agent or Both.
- Our firm's check in the amount of \$35.00 in payment for filing.

When the foregoing has been filed, please forward the filed copy to the attention of the undersigned in the self-addressed, stamped envelope enclosed herewith.

Thank you.

Very truly yours,

VS APR 23 1998

Deborah E. Rappaport
Deborah E. Rappaport
Corporate Services Department

RACHg

/dr
enclosures

DSA:140324.1

Florida Department of State, Sandra B. Mortham, Secretary of State

*** FILING FEE: \$35.00 ***

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: COMMERCE INVESTORS #1110 GP CORP.

2. The mailing address of the corporation is: c/o Commerce Group, Inc., 1280 W. Newport Center Drive, Deerfield Beach, Florida 33442

3. Date of incorporation/qualification: 9/13/96 Document number: P9600007910

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

C-T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

Sheila L. O'Boyle
23 N. Hidden Harbour Dr.
Gulfstream, FL 33483

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

Sheila L. O'Boyle
Commerce Group, Inc.
1280 W. Newport Center Drive
Deerfield Beach, Florida 33442

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.

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

Martin E. O'Boyle, President
(Printed or typed name and title)

(Date)

4/9/98
(Date)

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)

Sheila L. O'Boyle
If signing on behalf of an entity:

(Date)

4/9/98

(Typed or Printed Name)

(Capacity)